THE AMAZING SPIDER-MAN®

MARVEL MASTERWORKS®

BY STAN LEE & JOHN ROMITA

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PRESENTS

the AMAZING SPIDER-MAN

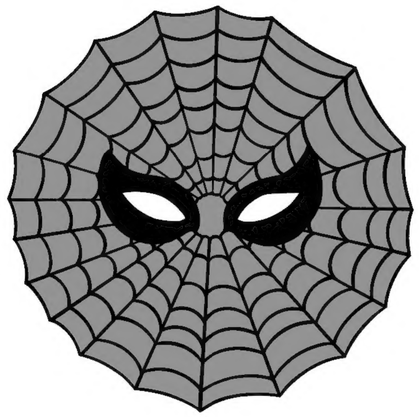
VOLUME 7

COLLECTING

THE AMAZING SPIDER-MAN Nos. 62-67

ANNUAL No. 5 & THE SPECTACULAR SPIDER-MAN Nos. 1-2

STAN LEE • JOHN ROMITA



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MARVEL MASTERWORKS
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NOS. 62-67, ANNUAL NO. 5 & THE SPECTACULAR SPIDER-MAN NOS. 1-2

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INTRODUCTION
BY JOHN ROMITA

All the stories you're about to enjoy were part of my run on *The Amazing Spider-Man*, which was such fun, and of all the years in that run, 1968 had more fun and variety than any year I'd spent on Spidey.

First of all, I worked with comics greats such as Don Heck, Mike Esposito, Jim Mooney, Larry Lieber and, of course, Stan Lee. Don Heck was a contemporary of mine who had a great, distinctive style from the start of his career. In his early twenties, he had an unmistakable personal "look," which caused envy among some of us who labored "generically" in those early years. You'll see what he brought to the team in issues 62, 63, 64 and 66.

Stan figured Don would save time for me in the pencil stage, freeing me to do more of my chores around the office such as cover sketches and art, costume designs, minor art corrections, fill-in stories for *Captain America*, inking the occasional one-shot book, overseeing the *Spidey Super-Stories* books we did with the Children's Television Workshop and designing the Spider-Man balloon for the Macy's Thanksgiving Day Parade.

Stan and I plotted the stories together, then I'd do a blue-pencil breakdown of the full story and pass it on to Don for finished pencils. He would add the details, blacks and technique so Mike Esposito could then ink it. I didn't save a lot of time because I was still Art Director and had to make sure that all stages were up to our usual standards.

Jim Mooney, a legend in the industry, came aboard to ink issues 65 and 67, and did so brilliantly. Working from my blue-line pencils, Jim used his strong brush style and great blacks, which were just right for Spider-Man and gave me lots of chances to use my razor-blade "scratch" technique. Marie Severin used to alert the Bullpen in her inimitable way—"There he goes again!"—always getting a laugh out of Bullpenners Larry Lieber, Herb Trimpe, John Verpoorten or Stu Schwartzberg. Jim also worked with me on both *Spectacular Spider-Man* magazines, and you'll see for yourself how well that team worked out.

The variety I referred to earlier shows up right off the bat in issue 62. Medusa was my favorite Jack Kirby character among all those fabulous ladies of his. I had the nerve to create a new costume for her ("Never used again," he said sheepishly), but what fun I had drawing that hair!

In #63 and #64, Blackie Drago, who months earlier tried to be the "young" Vulture, reappears and Spidey battles both Vultures—wait 'til you see how that works out!

Mary Jane Watson also had a change in store for herself with #64. Look for her short "perm" hairdo, which Stan had me give her. He asked me to give Gwen Stacy the same hairstyle as MJ to make Gwen as flashy looking as the redhead. I guess he didn't like it after a while, so shortly after these stories, MJ got her long hair back. Both girls had the same hairdo thereafter and it worked out thanks to the platinum blonde/redhead contrast.

Gwen had a short turnaround of her own in these stories. She usually feared Spidey and loved Peter. For two or three stories, she hated Peter and thought Spidey was okay. Thankfully, not for long.

Spider-Man in prison with Captain Stacy in danger set up the Mysterio epic in issues 66 and 67. Mysterio is one of Steve Ditko's great feats of character design, and when we embarked on 66 and 67, we decided to have fun with Mysterio's many tricks. I recall wishing I had Steve's knack with those special effects he did so well. I tied myself in knots doing "smoke and mirrors" in my as-close-to-Ditko-as-I-can style. I also had to sell Stan on the "six-inch-high" Spidey gimmick. I hope you like this storyline as much as I do.

1968 also brought Stan and me a completely new opportunity, the chance to launch a black-and-white magazine with Spider-Man stories for older readers, a sort of film noir on paper with longer stories and more subtle character relationships. We envisioned a somewhat photographic art style with halftones and deep shadows that were just right for Spider-Man. It was titled *The Spectacular Spider-Man* and we were aware it was going to be a challenge and a gamble, but we were excited and raring to go. Looking back, I wish we'd had more time to develop the tone technique, but having a full schedule of comics to put out on a monthly basis limited us. Since we didn't want to wait too long, we put in the extra hours and struck while the iron was hot. With pride, I think we turned out an impressive, groundbreaking first issue. You can judge for yourself.

Martin Goodman, our publisher, however, felt we should stick to what we did best and decided the second *Spectacular* would be in full color. This solved my halftone problem, but disappointed as we were, we put out a great second issue that brought the Green Goblin back in the culmination of a long-running subplot.

Unfortunately, Mr. Goodman really disappointed us when he cancelled the magazine after #2, claiming it was too difficult to distribute and chose to stay with our regular comics. This set up a void we could never fill. An ad at the end of #2 showed readers that "The TV Terror" was the next issue planned, but since it was never completed, requests from fans steadily trickled in asking to see that story; though we tried twice in the following decade, sadly, it never was done.

The saddest thing of all was that when the sales figures came in, the magazines had sold extremely well, but Mr. Goodman could not be convinced to resume publishing the title. We can only guess what we all missed. The bright side of all this is that you can enjoy these two rare issues here.

Amazing Spider-Man Annual #5 was a gift to Stan and me. Doing the story of Peter Parker's parents made us feel like kids in a candy store. I loved bringing images of both of them to life. His father, with Peter's hairline, and his mother, a cross between Katharine Hepburn and Lauren Bacall, were among some of my most satisfying creations.

Working with Larry Lieber on the page layouts was a joy, and Larry's finished pencils with Mike Esposito's solid inking made it a highly memorable moment in my whole Spider-Man run. I love "back stories," and this one was a milestone to me.

The "Here We Go-A-Plotting" spoof at the end of *Annual #5* brought back another fond memory. Marie Severin was our resident "snap out of it" person, ready to deflate any ego at a moment's notice. You see here Marie's brilliant, satirical "surgical scalpel" at its best, carving up the egos of Stan Lee, Larry Lieber and myself, shredding us…hilariously! As always, egos aching, we were willing and flattered victims.

I hope you enjoy this *Masterworks* volume as much as I did.

JOHN ROMITA

2005

MARVEL™ COMICS GROUP

12¢ IND. 62 JULY

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

ROMITA

THE NAME OF THE DAME IS... **MEDUSA!**

THE AMAZING SPIDER-MAN!™

MAKE WAY FOR... MEDUSA!

IN WHICH SPIDEY BATTLES THE MOST FABULOUS SUPER-POWERED GLAMAZON IN THE HISTORY OF COMIC-DOM!

SOMETHING JUST *SLICED THRU* MY WEBBING!

I'M *FALLING!*

ANOTHER TITANIC TRIUMPH BY: SMILIN' STAN LEE and JAZZY JOHN ROMITA

DELINEATED BY: DASHING DON HECK

INKING: MIGHTY MICKEY DEMEO

LETTERING: SWINGIN' SAMMY ROSEN

BUT... WHO *DID* IT?

...AND *HOW?*

WHY WASTE A *SECOND?* LET'S GO WHERE THE *ACTION* IS...!

SOMETHING'S CATCHING ME..!

ANOTHER FORM OF... SPIDER WEBBING!

NO! THEY'RE FLAMING STRANDS... OF HUMAN HAIR!

I AM MEDUSA!

AND YOU... ARE A FOOL... FOR SWINGING IN THE PATH OF MY SPEEDING MONO-CRUISER!

MEDUSA!! ONE OF THE MYSTERIOUS, SO-CALLED INHUMANS!

LOOK, LADY... NO FRIENDLY NEIGHBORHOOD SPIDER-MAN WOULD EXPECT TO BE A HAIRY HIT-'N-RUN VICTIM UP HERE!

NEITHER YOU, NOR YOUR SARCASTIC PRATTLE ARE OF ANY INTEREST TO MEDUSA!

HE WHO RULES THE PROUD AND POWERFUL INHUMANS HAS SENT ME HERE...

...TO LEARN WHETHER THE REST OF MANKIND STILL FEARS US...

OR WHETHER WE MAY AT LAST REJOIN THE UNTHINKING, SUSPICIOUS HUMAN RACE!

HOLD IT, LONG-HAIR! WHAT'S YOUR HURRY?

IF YOU'RE TAKING A PUBLIC OPINION POLL, WHY NOT START WITH ME?

COSTUMED ADVENTURERS... SUCH AS YOURSELF... ARE NOT TYPICAL OF THE REST OF HUMANITY!

I SEEK THE REACTION OF THE AVERAGE MAN... SOMETHING YOU COULD NEVER BE!

SHE'S GONE!

WELL, ONE THING I'LL SAY FOR THE LADY... SHE'S SURE GOT AN ORIGINAL LINE!

ANYWAY, IT'S A PLEASURE TO FIND A SUPER-POWERED SWINGER WHO'S NOT OUT TO RID THE WORLD OF SPIDER-MAN!

...SPECIALLY SINCE I'VE ENOUGH PROBLEMS OF MY OWN WITHOUT TRYING TO TACKLE NEW ONES!

THWIP!

GORGEOUS GWENDOLYN STILL THINKS PETER PARKER BETRAYED HER DAD...

AND SHE'S THE LAST GIRL IN THE WORLD I WANT TO BE MAD AT ME!

LIFE SURE IS FUNNY...!

SHE THINKS SPIDEY'S A PRINCE FOR SAVING HER...

BUT I'D RATHER SHE HATED THE WEBSLINGER AND STILL HAD A YEN FOR POOR PETEY!

WELL, MAYBE I'LL VISIT HER AGAIN...AND SEE IF SHE'S HAD A CHANGE OF HEART!

BUT, AT THAT VERY MOMENT, IN A PLUSH EXECUTIVE SUITE, HIGH ABOVE MADISON AVENUE ---

HEAVENLY Hair Spray

WILBERFORCE, LOOK! THERE IS OUR DREAM COME TRUE!

WH--WHAT IS IT, MR. BLISS?

THE WINDOW! LOOK OUT THE WINDOW! SHE'S MADE TO ORDER! SHE'S ABSOLUTE-LY PERFECT!

WE'VE BEEN SEARCHING FOR SOMEONE WHO COULD BE A TRADEMARK FOR OUR HEAVENLY HAIR SPRAY---

AND THERE SHE IS!

THINK OF THE ADVERTISING CAMPAIGN WE COULD BUILD AROUND HER--!

"THE LOVELY LADY WITH THE LIVING LOCKS USES HEAVENLY HAIR SPRAY!"

OH---I COULD CRY!

BUT, MR. BLISS... WHAT IF SHE SAYS NO?

NOBODY SAYS NO TO MONTGOMERY G. BLISS!

NOW DON'T JUST STAND THERE, MAN...

SHE'S STARTING TO LAND... ON THE STREET BELOW US!

GO GET HER!

THIS IS A LIKELY SPOT!

THERE ARE ENOUGH AVERAGE PEOPLE IN THE STREET TO ENABLE ME TO LEARN WHAT I MUST KNOW!

I SHALL DESCEND AMONG THEM ---AND SEE HOW THEY RECEIVE ME!

IT IS *INCREDIBLE!* THEY PANIC LIKE *CATTLE!*

WHY DO HUMANS ALWAYS *FEAR* THAT WHICH THEY DO NOT FULLY *UNDERSTAND?*

DIRECTLY *BEFORE* ME...A CHILD'S GOVERNESS HAS *FAINTED*...

...AND THE CONFUSED YOUNGSTER RUNS BLINDLY INTO THE *CROWD*... WHERE HE MAY BE *TRAMPLED!*

LOOK! THE LONG-HAIRED CREATURE *CAUGHT* THAT BOY...

BEFORE HE COULD BE *INJURED!*

THERE'S NO NEED TO *RUN!* SHE MEANS US NO *HARM!*

THEIR FLIGHT HAS *STOPPED!*

THEY SEEM TO GROW MORE *TRUSTFUL!*

I AM *MEDUSA!*

I HAVE COME TO YOUR LAND IN *PEACE!*

THE CHILD IS *SAFE* NOW!

I MERELY DESIRE TO WALK *AMONG* YOU...AS AN *EQUAL!*

THERE'S NO LAW AGAINST *THAT,* LADY!

FAR AS *I* CAN TELL, YOU HAVEN'T BROKEN A SINGLE *LAW!*

AND IF HAVING *LONG HAIR* WAS A CRIME... WE'D HAVE TO HAUL AWAY HALF THE *KIDS* IN TOWN!

PERHAPS I HAVE JUDGED MANKIND TOO *HASTILY!*

PERHAPS IT IS TIME FOR THE *INHUMANS* TO COME OUT OF *HIDING!*

BUT I MUST LEARN *MORE!* I MUST BE *SURE!*

SHE MAKES RAQUEL WELCH LOOK LIKE A *BOY!*

IF *SHE'S* NOT HUMAN, I'M *RESIGNING!*

FROM *WHAT?*

---THE *HUMAN RACE!*

EH, PARDON ME, MADAM---

I WISH TO MAKE YOU AN *OFFER!*

AN *OFFER?!!* THEN *SPEAK!*

MY *EMPLOYER* WOULD LIKE YOU TO BE THE *HEAVENLY HAIR SPRAY GIRL!* WE'RE PREPARED TO PAY YOU AS MUCH AS---

MONEY DOES NOT INTEREST *MEDUSA!*

BUT YOUR *OFFER* DOES!

WORKING FOR HUMANS WOULD GIVE ME A RARE OPPORTUNITY TO *STUDY* THEM!

MEANWHILE, A HEAVY-HEARTED YOUTH TRUDGES NERVOUSLY TOWARDS A QUIET, WELL-KEPT GARDEN APARTMENT---

WHEN GWEN SAW ME *HIT* HER FATHER--- AND THEN, WHEN I SOLD THAT *PICTURE* OF HIM TO THE BUGLE...

SHE COULDN'T KNOW I WAS DOING IT---FOR HIS OWN *GOOD!**

* BUT THOSE OF US WHO READ THE LAST ISH---*WE* KNOW, DON'T WE? ---*SMUG STAN.*

PETER! I---WOULDN'T HAVE THOUGHT---YOU'D HAVE THE *NERVE*--- TO COME HERE!

GWEN--YOU'VE GOT TO LET ME *EXPLAIN!*

I DON'T *HAVE* TO DO--- *ANYTHING!*

WHEN DAD AND I... NEEDED A *FRIEND*...

WHEN NEITHER OF US KNEW WHERE TO *TURN*...

THAT WAS WHEN... *YOU* BETRAYED US!

BUT, IT *WASN'T* WHAT YOU THOUGHT!

YOU'VE GOT TO *LISTEN* TO ME..!

OH, PETER.. I *WANT* TO BELIEVE YOU!

I'LL LISTEN! BUT--LISTEN TO *WHAT*?

I... DON'T *KNOW*!

I DON'T KNOW *HOW*... TO EX-PLAIN!

CLICK!

SHE *DID* WANT TO BELIEVE ME... I *KNOW* IT!

SHE'S *HEART-BROKEN* ABOUT WHAT HAPPENED... AS *I* AM!

BUT, THERE'S *NO WAY* TO EXPLAIN... WITHOUT REVEALING... THAT I'M REALLY *SPIDER-MAN!*

...AND *THAT*... I *DARE NOT* DO!

WHO WAS THAT, DEAR?

IT WAS *PETER PARKER*, DAD! I SENT HIM *AWAY!*

YOU *DID*? WHAT ON EARTH *FOR*?

I THOUGHT... YOU FELT HE WAS *THE* BOY!

I *DID*, DAD... I *DID!*

BUT, YOU DON'T *REMEMBER* WHAT HAPPENED... WHILE YOU WERE UNDER THE *BRAINWASHER'S* INFLUENCE!

AND I DON'T THINK... I CAN BEAR TO *TALK* ABOUT IT NOW!

IT'S ALL SO *DIM* AND *CLOUDED* TO ME...

...LIKE A SLOWLY FADING *NIGHTMARE!*

BUT, FOR THOSE OF YOU WHO HATE TO SEE A LOVELY LADY *CRY*, WE'LL CHANGE OUR SCENE ONCE MORE, AS WE ENTER THE PALATIAL OFFICE OF *MONTGOMERY G. BLISS*...

HERE SHE *IS*, M.B.!

MADAME MEDUSA!

IS IT *YOU* WHO OFFER ME *EMPLOYMENT*?

COME IN, MY DEAR... COME *IN!*

YOU ARE JUST WHAT WE'VE BEEN *LOOKING* FOR!

YOU'LL HELP US *DOUBLE* OUR HAIR SPRAY SALES IN *NO* TIME!

EVERYTHING IS *SET*! I HAVE THE *CONTRACTS* ALL READY!

THERE IS NO *NEED* FOR CONTRACTS!

MEDUSA'S *WORD* IS HER BOND!

CERTAINLY, MY DEAR...*CERTAINLY!* ANYTHING YOU *SAY!* I'LL CALL OUR *AD-VERTISING AGENCY* IMMEDIATELY!

THEY'LL START DESIGNING THE *ADS* AT ONCE!

BEFORE LONG, I SHALL BE ABLE TO BRING A MOST COM-PLETE *REPORT* BACK TO MY WAITING *PEOPLE!*

AND, SPEAKING OF *PEOPLE*, HERE'S ONE OF OUR *FAVORITES*...THE BLUSTERING, BOMBASTIC BUREAUCRATIC *BOSS* OF THE *DAILY BUGLE*...LOVABLE OLD *J. JONAH JAMESON*, SPENDING A RELAXING FEW MINUTES AT HIS CLUB...

WHAT?!! SOME FEMALE REFUGEE FROM A FREAK SHOW NAMED *MUDUSA*...WITH *LIVING HAIR* YET...IS IN TOWN?!!

...AND NOT *ONE* BUGLE PHOTOGRAPHER WAS ON HAND TO SNAP HER *PICTURE?!!*

HEADS WILL *ROLL* WHEN I GET BACK, BLAST IT!

IDIOTIC, INSECT-BRAINED INCOMPETENTS...*ALL* OF THEM!

I *TELL* YOU, OSBORN, THE *WORKING MAN* ISN'T WORTH A ROW OF BEANS TODAY!

NO MATTER HOW *GOOD* TO THEM YOU ARE..IT DOESN'T *PAY!*

NOW TAKE THAT LAZY, GOOD-FOR-NOTHING *PARKER*, FOR EXAMPLE..!

OSBORN!! YOU'RE NOT *LISTENING* TO ME!

WHY DON'T YOU GIVE YOUR *LARYNX* A REST, JONAH?

I'VE GOT TROUBLES OF MY *OWN*, RIGHT NOW!

HRRUMMPH! I WAS JUST MAKING *CON-VERSATION*, OSBORN!

WELL, MAKE IT SOMEWHERE *ELSE!*

YOU'RE GIVING ME A *HEAD-ACHE!*

NOW LOOK *HERE*, OSBORN---IF THERE'S SOMETHING *BOTHERING* YOU---SOMETHING I CAN *DO*..?

I *TOLD* YOU WHAT YOU CAN DO!

SHUT UP... AND LEAVE ME *ALONE!*

YOU'RE TALKING TO A FELLOW *CLUB MEMBER!*

DON'T RUB IT *IN!*

NOW GET OUT OF MY *WAY*...

I'M *LEAVING!*

WHAT'S GOTTEN *INTO* HIM?

THAT *CHEMICAL PLANT* OF HIS MAKES HIM ONE OF THE *RICHEST* MEN IN TOWN!

SO WHAT'S HE *UPSET* ABOUT?

I'D LIKE TO FIND *OUT*... BECAUSE HE'S MY *FRIEND*... AND I WANT TO *HELP* HIM!

---BESIDES, THERE MAY BE A *STORY* IN IT FOR ME!

BUT, EVEN IF THE PERPLEXED PUBLISHER COULD READ THE *THOUGHTS* OF NORMAN OSBORN, WE DOUBT THAT HE'D BE MUCH THE WISER---

WHAT'S *WRONG* WITH ME? WHY CAN'T I GET THE *GREEN GOBLIN*... AND *SPIDER-MAN* OUT OF MY MIND?

WHY AM I *HAUNTED* BY THESE STRANGE, DIM *MEMORIES*?*

*DUE TO HIS *AMNESIA*, OSBORN DOESN'T RECALL THAT *HE* HIMSELF HAD BEEN THE *GOBLIN*, UNTIL *SPIDEY* BEAT HIM! NOW, ONLY *WE*... AND SPIDEY---KNOW IT! ---SPILL-THE-BEANS STAN.

THE THOUGHTS---AND THE *FEARS*...KEEP COMING BACK MORE *FREQUENTLY*! BUT, WHAT DOES IT ALL *MEAN*??

WHY DO I FEEL DREAD *DANGER* CLOSING IN ON ME?

I'VE GOT TO GO HOME!

I CAN'T BEAR ANY MORE!

HHHHH

THE IMAGES KEEP GETTING STRANGER... MORE REALISTIC... MORE STRANGELY FRIGHTENING!

IT'S ALWAYS THE SAME... ALWAYS THE GREEN GOBLIN... AND A HELPLESS, UNMASKED SPIDER-MAN!

BUT I CAN NEVER REALLY SEE HIS FACE...

ALTHOUGH IT SEEMS TO GET CLEARER EVERY TIME!

I MUST BE... GOING MAD!

BUT, IF I AM... WHAT ABOUT MY SON ... HARRY?

THERE'S NO ONE ELSE... TO LOOK AFTER HIM!

AND, IN CASE YOU'RE WORRIED ABOUT PETER'S ROOMMATE, TOO... LET'S LOOK IN ON HAPLESS HARRY OSBORN...

IT ISN'T FAIR! I STUDY AND STUDY... AND JUST GET BY!

WHILE EVERYTHING SEEMS TO COME SO EASY TO PETE!

HE WAS JUST BORN LUCKY!

HI, HARR...

I DIDN'T THINK YOU'D STILL BE UP!

HAVING TROUBLE WITH YOUR COURSES?

NO... I'M JUST TRYING TO LEARN TO LIVE WITHOUT SLEEP!

SORRY, PETE... DIDN'T MEAN TO SNAP AT YOU LIKE THAT!

HOW'S IT GOING? HAVE A GOOD TIME WITH GWEN TONIGHT?

GWEN? THAT LITTLE LADY CAN'T SEE ME FOR DUST!

ARE YOU KIDDING? SHE WAS BATTY ABOUT YOU! WHAT HAPPENED?

AW, IT'S A LONG STORY..!

NO SENSE BORING THE TWO OF US WITH MY HANG-UPS!

ANYWAY, THERE'S NOTHING ELSE LEFT TO HAPPEN!

BUT ALAS, PETEY DOESN'T SUSPECT HOW WOEFULLY WRONG HE IS! FOR, AT A MIDTOWN PHOTO STUDIO...

LOOK OUT! SHE'S A TIGRESS!

NO! SHE'S PERFECT!

THAT SAVAGE EXCITEMENT IS JUST WHAT WE WANT!

SHE'LL BE A SENSATION!

HOWEVER, AS THE HOURS OF *MODELING* CRAWL BY...

I GROW *BORED* AT HAVING MY HAIR *ARRANGE ITSELF* IN DIFFERENT STYLES FOR YOUR AMUSEMENT!

BUT, YOU *MUST* DO IT!

WE'RE NOT PLAYING *GAMES!* THIS IS AN *AD* CAMPAIGN!

HEAVENLY HAIR SPRAY WILL MAKE YOU *FAMOUS!*

KRAK!

FAME? WHAT DOES *MEDUSA* CARE FOR FAME?

NONE MAY TELL A DAUGHTER OF *ATTILAN* WHAT SHE MUST DO!

WAIT! *STOP!* ---THAT EQUIPMENT COSTS *THOUSANDS!* ...*DON'T!*

MR. BLISS... WHAT HAVE WE GOTTEN OURSELVES *INTO?*

SHUT UP, WILBERFORCE!

YOU'RE JUST *OVERWROUGHT,* MY DEAR! WHY NOT TAKE THE REST OF THE DAY *OFF?*

WE'LL TIDY THINGS UP HERE WHILE YOU'RE GONE!

MEDUSA SHALL *NOT* RETURN!

THERE IS *NOTHING MORE* FOR ME TO *LEARN,* HERE!

SHE'S *GONE...* AT LAST!

AT LEAST WE TOOK *SOME* PICTURES OF HER THAT WE CAN USE!

THAT'S NOT *ENOUGH,* DO YOU HEAR?

MONTGOMERY G. BLISS WILL NOT BE *FRUSTRATED* THIS WAY!

I PLANNED TO GET A MILLION DOLLARS WORTH OF *PUBLICITY* OUT OF THAT FEMALE... AND WE'LL DO IT *YET!!*

NOBODY WALKS OUT ON A *HEAVENLY HAIR SPRAY* CAMPAIGN!

I'VE GOT TO THINK OF SOMETHING *CLEVER* ---SOMETHING *BIG,* BEFORE SHE'S *GONE* FOREVER!

BUT, MR. BLISS... WE CAN'T *FORCE* ANYBODY TO WORK FOR US!

AND *LEAST* OF ALL... *HER!*

QUIET, YOU INCONSEQUENTIAL INCOMPETENT!

THERE'S THE ANSWER TO MY PRAYERS RIGHT *NOW!*

IF I CAN JUST ATTRACT HIS *ATTENTION!*

MIGHT AS WELL HEAD BACK TO THE *APARTMENT* NOW!

EVERY CRIMINAL IN TOWN MUST BE HOME WATCHING THE *LATE SHOW!*

QUICK! MESS UP THE STUDIO EVEN *MORE...*

WHILE *I* GET TO THE WINDOW AND *SHOUT...!*

10

Heavenly Hair Spray

HELP! HELP!

HELP US, SOME-BODY!

HURRY!!

HELP!

WHOOPS! HOLD IT, SPIDEY!

YOU MAY HAVE HIT THE JACKPOT *YET!*

Heavenly Hair Spray

HEY! WHAT *HAPPENED* HERE?

LOOKS LIKE A *CYCLONE* JUST HIT THE PLACE!

IT WAS *WORSE* THAN THAT!! IT WAS *MEDUSA!!*

SHE MUST BE *MAD!* SHE SAID THIS IS JUST A *SAMPLE*--- OF WHAT SHE'LL DO TO THE *CITY!*

SHE'S MUST BE *CAUGHT... STOPPED!*

YOU CAN DO IT, SPIDER-MAN!

BUT...I DON'T *GET* IT! DID SHE *ROB* YOU?

NO! ALL SHE WANTED TO DO WAS *WRECK* THE PLACE!

DON'T WASTE TIME *TALK-ING!* NO TELLING *WHO* SHE'S ATTACKING NOW!

BUT WHY DID SHE *DO* IT? WHAT'S SHE *AFTER?*

WHY ASK *ME??* I'M NOT HER *HEAD-SHRINKER!*

JUST GO *GET* HER!

IT *STILL* DOESN'T MAKE *SENSE* TO ME!

HURRY! SHE CAN'T HAVE GONE *FAR!*

HE'S RIGHT ABOUT *ONE* THING...

IF SHE *IS* DANGEROUS, I'VE GOT TO *STOP* HER FIRST...AND ASK QUESTIONS *LATER!*

IT *WORKED!* HE'S GOING *AFTER* HER!

I'M A *GENIUS,* WILBERFORCE!

NOW *MOVE!* CALL OUR ENTIRE *PUBLICITY DEPARTMENT!*

I WANT EVERY *CAMERA-MAN* WE CAN *GET* UP ON THE ROOFTOPS!

HISTORY WILL RECORD THIS AS HAIR SPRAY'S *FINEST HOUR!*

AND, EVEN AS MONTGOMERY G. BLISS CHORTLES IN TOP-LEVEL, MADISON-AVENUE-TYPE GLEE...

THOUGH THE HUMANS ARE NOT AS *HOSTILE* AS WE MAY HAVE FEARED...

THEIR *INTELLIGENCE* LEAVES MUCH TO BE DISIRED!

I'M IN *LUCK!* THERE SHE IS *NOW!*

HOLD IT, LADY!

YOU'VE GOT A LOT OF *EXPLAIN-ING* TO DO!

YOU AGAIN!

STAY BACK, SPIDER-MAN!

MEDUSA EXPLAINS *NOTHING* TO ANYONE!

SHE'S *TANGLING* ME IN THAT *HAIR* OF HERS!

LOOK! IT'S *WORKING!* IT'S *WORKING!*

THIS WILL MAKE THE LATE EDITION OF EVERY *PAPER* IN TOWN...

AND THEY'RE RIGHT NEAR OUR VERY *LARGEST* ADVERTIS-ING BILLBOARD!

TO SAY *NOTHING* OF THE LATE EVENING *TV NEWS!*

BUT...WHAT IF ONE OF THEM IS *INJURED?*

THAT'S *THEIR* PROBLEM!

WHAT AM *I* SUPPOSED TO BE...A *SOCIAL WORKER?!!*

LOOK...I'VE NEVER FOUGHT A *FEMALE* BEFORE, BUT...

STOP SQUIRMING, YOU FOOL!

YOU'RE UP-SETTING MY *MONO-CRUISER!*

WE'RE *FALLING!*

Heavenly Hair Spray

DON'T BLAME IT ON *ME*, LADY..!

YOU'RE THE ONE WHO TRIED TO *TANGLE* ME UP WHEN I WANTED TO *TALK* TO YOU!

ANYWAY, YOU'RE LUCKY THIS *ROOF* WAS RIGHT BELOW YOU!

INDEED!

A LOT *LUCKIER* THAN *YOU* ARE ABOUT TO BE!

OKAY, SISTER! THAT *SINKS* IT!

I DON'T KNOW WHAT YOUR *GAME* IS...

BUT I'M PUTTING A *STOP* TO IT... RIGHT *NOW!*

WHAT?!! YOU *FREED* YOURSELF... WITH MERELY THE STRENGTH OF YOUR OWN TWO *ARMS?!!*

AND THAT'S JUST FOR *STARTERS!*

IF YOU WANTED A *FALL GUY*...

YOU PICKED THE *WRONG* WEBHEAD!

NOW JUST COOL IT, LADY!

I'M WILLING TO LISTEN TO *YOUR* SIDE OF THE STORY...

...IF YOU'VE *GOT* ONE!

YOU ARE *WILLING* TO LISTEN TO MEDUSA?

WHY, YOU PRESUMPTUOUS, COSTUMED *CLOD*...!

MEDUSA SHALL DECIDE WHO WILL LISTEN... AND *WHEN!*

KRAK!

SNAPP!

NO MERE *HUMAN* SHALL DICTATE TERMS TO *ME!*

SHE CAN DO *ANYTHING* WITH THAT *HAIR* OF HERS!

..EVEN CRACK IT LIKE A *WHIP!*

LOOK, LADY... IF YOU'VE GOT *YOUR* PRIDE...

I'VE GOT *MINE*, ALSO!

NOBODY'S USING ME AS A *WHIPPING BOY!*

...NOT EVEN A RING-A-DING *REDHEAD* WITH A FAR-OUT *FRIGHT WIG!*

NONE MAY ADDRESS THE MIGHTIEST FEMALE INHUMAN IN SUCH A MANNER!

JUST AS NONE MAY DARE ASSAULT THE MISTRESS OF THE LIVING LOCKS!

THE WAY SHE USES HER HAIR...IT'S LIKE FIGHTING SOMEONE WHO HAS A THOUSAND ARMS!

NOW I REALIZE WHY WE HAVE SO LONG REMAINED HIDDEN FROM MANKIND..!

THE MORE I SEE OF THE HUMAN RACE---

THE MORE CONVINCED AM I---YOU ARE ALL MAD!

YOU FIGHT FOR NO REASON... ATTACK WITHOUT PROVOCATION!

SHE ACTUALLY SOUNDS..LIKE SHE BELIEVES WHAT SHE'S SAYING!

=UNHH!= NOT THAT IT--- =OUCHH!=--MAKES ANY DIFFERENCE!

THROK

YOU THINK BECAUSE MEDUSA IS A FEMALE THAT SHE CANNOT BE YOUR BETTER?

BUT NOW--- YOU SHALL LEARN HOW WRONG YOU ARE--!

AND IT SOUNDS LIKE SHE'S GONNA TEACH ME THE HARD WAY!

DIDN'T THEY EVER TELL YOU NOT TO BROADCAST YOUR PLANS?

BUT THAT'S THE TROUBLE WITH WOMEN...

THEY JUST CAN'T KEEP THEIR MOUTHS SHUT!

FTAMM!

SINCE YOU WON'T LISTEN TO *REASON*, I'LL HAVE TO WASTE SOME MORE *WEBBING* ON YOU!

NOW CUT OUT THE *SQUIRMING*, HUH?

I'D HATE TO TELL YOU WHAT THIS STUFF *COSTS!*

ENOUGH!

MEDUSA SHALL ENDURE *NO MORE!*

GOOD! THEN YOU'RE READY TO *SIMMER DOWN* AND TALK *SENSE*, SO WE CAN... **HEY!**

HER HAIR SLICED RIGHT *THRU* MY WEBBING!

SNIZT!

MEDUSA IS READY FOR BUT *ONE* THING ALONE..!

...TO RETURN TO HER *PEOPLE* ...TO HER WORLD OF *SANITY!*

FROM WHAT I HAVE *SEEN*... OF THE *CONDUCT* OF HUMANITY...

NEVER SHALL WE DWELL AMONG YOU!

FROM THIS DAY FORTH... OUR *PROUDEST BOAST* WILL BE... *WE ARE THE* **INHUMANS!** WE ARE A RACE *APART!*

TO *YOU*... AND *YOUR* KIND... WE *LEAVE* THIS WORLD OF VIOLENCE!

BUT *FIRST*... BEFORE I DEPART...

THE *HAIR* OF MEDUSA WILL TEACH YOU A *LESSON* SUCH AS YOU HAVE *NEVER KNOWN!*

WAIT! HOLD IT!

EITHER *YOU'RE* NUTS ...OR *I* AM!

WASN'T IT *YOU* WHO THREATENED TO *WRECK* THE CITY?

IF *THAT'S* NOT VIOLENCE, WHAT *IS?*

MEDUSA SAID *NO SUCH THING!*

SOMEHOW, YOU DON'T STRIKE ME AS A GAL WHO'D TOY WITH THE *TRUTH!*

BUT, IF *YOU'RE* ON THE LEVEL... THAT MAKES *BLISS* A LIAR!

WHAT HAS *HE* TO DO WITH THIS?

I HAVE NOT *SEEN* HIM SINCE I *REFUSED* TO ADVERTISE HIS HAIR SPRAY PRODUCT!

WAIT A MINUTE! *NOW* I GET IT!

HE WANTED YOU AS A LIVING *TESTIMONIAL* TO HIS HAIR GOO! BUT YOU *CUT OUT!*

THEN, HE TRIED TO TRICK US INTO *BATTLING*... HOPING HE COULD *CASH IN* ON THE *PUBLICITY!*

LADY, WE'VE *BOTH* BEEN HAD!

NOBODY MAY TAKE ADVANTAGE OF *MEDUSA!*

I SHALL *RETURN* TO HIM, AND...

WHOA, RUSTY... NOT SO FAST!

YOU'RE IN THE *CLEAR* NOW...WHY NOT *STAY* THAT WAY?

I'LL SEE THAT HE GETS WHAT'S *COMING* TO HIM!

I NO LONGER KNOW *WHOM* TO TRUST...OR *WHAT* TO BELIEVE!

WITHOUT FURTHER ADO, LET ME *LEAVE* YOUR RACE OF *MADMEN...!*

BRO-THER! I'D HATE TO THINK WHAT WOULD HAVE *HAPPENED...*

...IF I HADN'T BEEN LUCKY ENOUGH TO *CALM* HER DOWN!

BUT, SPEAKING OF THINGS *HAPPENING*.. LET'S VISIT *MONTGOMERY G. BLISS* ONCE MORE...JUST A SHORT TIME LATER...

THE PICTURES OF THEIR *BATTLE* MADE ALL THE *FRONT PAGES...*

AND THE *TV NEWS* PROGRAMS, EH?

GOOD! GOOD!

MR. BLISS! MR. BLISS!

DISASTER HAS *STRUCK!*

HOLD IT...

MY IDIOT *ASSISTANT* JUST BARGED IN!

OUR CAMPAIGN HAS *BACK-FIRED!* OUR SALES HAVE *DROPPED!*

SPIDER-MAN TOLD THE REPORTERS THAT MEDUSA WAS *WILD...UNCONTROLLABLE!!*

NOW, NOBODY WILL *BUY* A HAIR SPRAY THAT SHE HAD ANYTHING TO *DO* WITH!

THE *IMAGE* IS ALL *WRONG!*

OH, *NO!* *NO!*

HOW WILL I EXPLAIN TO OUR *BOARD OF DIRECTORS?*

YOU WON'T HAVE A *CHANCE!* THEY'VE JUST VOTED TO *REPLACE* YOU!

I'M THE NEW COMPANY *PRESIDENT!*

IT'S ALL THE FAULT OF THAT ROTTEN *WEB-SLINGER!*

PERSONALLY, *I'LL* BE HIS FAN FOR *LIFE!*

BUT, SPIDEY HIMSELF COULDN'T CARE *LESS* ABOUT HEAVENLY HAIR SPRAY---OR MONTGOMERY G. BLISS... AT THIS PARTICULAR TIME---

IN A WAY...I'M ALMOST *GLAD* MEDUSA CAME ALONG---

THAT FRACAS WITH *HER* TOOK MY MIND OFF *GWEN* FOR A WHILE!

BUT NOW...I'VE GOT TO *FACE* IT AGAIN...

THE *ONE* GIRL ...I REALLY *CARE* ABOUT...

IS *THRU* WITH ME!

PETEY-O!! *WAIT UP,* WONDER BOY!

LITTLE *MARY JANE* HEARD THE *GOOD NEWS!..*

ABOUT YOU AND GWENDOLYNE BEING *PFFFTT!*

I *KNEW* YOU'D COME TO YOUR SENSES SOONER OR LATER, TIGER!

AFTER ALL... HOW LONG CAN A BOY DIG SOMEONE *ELSE* WHEN *YOURS TRULY* IS ON THE SCENE?

LOOK *ALIVE,* LADDIE! RUMOR HATH IT THAT YOU ACTUALLY *TALK!*

SORRY, MJ...GUESS I'M JUST NOT IN THE *MOOD* TODAY!

WELL, PIERCE MY EARS AND CALL ME *DRAFTY!*

HE REALLY *MISSES* HER!

NEXT:

THE VULTURE FLIES AGAIN!

THE SPECTACULAR SPIDER-MAN™

40¢ IN CAN. 35c JULY

"LO, THIS MONSTER!"

A BOOK-LENGTH SUPER-SPIDEY SPECTACULAR!

"LO, THIS MONSTER!"

HIGH ABOVE THE SPRAWLING CITY CLINGS A SILENT, COSTUMED FIGURE.

THOUGH ENDOWED WITH THE PROPORTIONATE STRENGTH OF A WALL-CRAWLING **SPIDER**, BENEATH HIS MASK HE IS AS HUMAN AS YOU OR I.

THIS IS HIS STORY. YOU WILL NOT SOON FORGET IT!

I DON'T KNOW WHERE THAT *RALEIGH* CHARACTER CAME FROM, BUT *ONE* THING'S FOR SURE...

...A *WELFARE CASE* HE ISN'T! WITH ALL THOSE *ADS* SPRINGING UP, THERE'S GOTTA BE A *FORTUNE* BEHIND HIM!

WELL, THAT'S *HIS* BAG! I'VE GOT MY *OWN* HANG-UP TO WORRY ABOUT!

OUR CITY NEEDS RICHARD RALEIGH

VOTE FOR RICH

INDEPENDENT CITIZENS COM

OUR NEXT MAYOR

OKAY...THE INTRO'S OVER! NOW LET'S *MOVE*...

PRODUCED WITH PHANTASMAGORIC PRIDE BY:
STAN LEE *and* **JOHN ROMITA**

EXOTICALLY EMBELLISHED BY: JIM MOONEY
LUXURIOUSLY LETTERED BY: SAM ROSEN
IRREVERENTLY IGNORED BY: *THOSE OF LITTLE FAITH!*

I WONDER WHY MY *SPIDER SENSE* IS SUDDENLY *TINGLING?*

IT ONLY HAPPENS WHEN *DANGER* IS NEAR.

AND THE ONLY DANGER I CAN THINK OF *NOW* IS... DYING OF *BOREDOM.*

HEY, *LOOK...* OVER THERE...

ISN'T THAT *SPIDER-MAN?*

MAYOR

WELL, IT SURE AIN'T *EVERETT DIRKSEN!*

THEY DON'T KNOW WHETHER TO *WAVE...* OR RUN FOR THE *HILLS...*

OUR CITY N EEDS RICHARD RAL

JAMESON'S PAPER HAS THE PUBLIC CONVINCED THAT I'M A CROSS BETWEEN *JACK THE RIPPER* AND... *HEY!*

WHAT'S *THAT?*

SKRAKKK

THANKS TO THOSE CRUMMY EDITORIALS THE *DAILY BUGLE* IS ALWAYS PRINTING AGAINST ME!

LOOK OUT!

BEAT IT, YOU PUNKS!

NOBODY PUTS UP POSTERS FOR RALEIGH WHILE I'M AROUND!

RALEIGH

OUR NEXT MAYOR

IT ISN'T POSSIBLE!

HE'S OVER TEN FEET TALL!

VOTE FOR RICHARD

INDEPENDENT CITIZENS COM

THE CABLE SNAPPED! WE'RE GONNA FALL...

HE MUST BE SOME KIND OF ROBOT, OR...

NO! HE'S ALIVE! THERE ISN'T ANY DOUBT!

HELP!

EASY, GUYS. I'LL GET YOU.

H-HURRY! HURRY!

WHO'S THAT... HOLDIN' 'EM UP?

SPIDER-MAN! TRYIN' TO SPOIL MY PARTY, HUH?

WELL, WELL... SO YOU KNOW ME, DO YOU?

I'M REAL FLATTERED.

THE WALL-CRAWLER MUST BE NUTS...

HE'S GONNA TACKLE THAT TWO-TON KILLER!

YEAH... BUT WHAT ABOUT US?

UNFORTUNATELY, OUR HAPLESS HERO FINDS PRECIOUS LITTLE TIME TO WORRY ABOUT THE TWO PAINTERS HE HAS JUST RESCUED, FOR, SECONDS LATER...

I'LL FINISH *YOU* OFF REAL FAST.

NOT IF *I* CAN HELP IT.

THWOOM!

OH, *BRO-* THER!

I BELTED HIM WITH MY STRONGEST *TWO-LEGGED SMASH*...

AND HE SHRUGS IT OFF LIKE A *SLAP* FROM WOODY ALLEN!

IT NEEDS

WHAT AM I *UP* AGAINST, ANYWAY?

FTOK

YOU WON'T ESCAPE ME *NOW*...

I'VE GOTTA BE *DREAMING!*

NO ONE THAT *BIG* CAN BE SO *FAST!*

HAH! I GOT YOU!

SPIDER-MAN, HUH? BIG DEAL!

I COULD HANDLE A *DOZEN* LIKE YOU...WITHOUT TRYIN'.

YOU SURE PROVE YOUR POINT THE *HARD* WAY.

I HATE TO USE ALL THIS EXPENSIVE *WEBBING* AT ONE TIME...

BUT IT'S BETTER THAN BEING AN *INKSPOT* ON THE PAVEMENT BELOW!

THWIP!

THWIP!

WOW! TALK ABOUT A *PHOTO FINISH!*

LOOK, CHARLIE... IF WE *HAVE* TO FIGHT, HOW ABOUT TELLING A FELLA *WHY?*

WHEN I MEET A JOKER AS BIG AS *YOU*...

I'D JUST AS SOON BE *FRIENDS!*

YOU'RE NOT TALKIN' YOUR WAY OUTTA *THIS*, MASKED MAN.

I'LL *CRUSH* YOU LIKE A FLEA.

I GET THE FEELING YOU'RE TRYIN' TO *TELL* ME SOMETHING!

MISSED ME BY A *MILE!* BUT, THE CROWDS *BELOW*... IF THAT *HITS* THEM---!

I GOT ALL THE TIME IN THE WORLD.

YOU'RE NOT GOIN' ANYWHERE.

HE CAN SAY *THAT* AGAIN.

I'VE *GOT* TO STAY HERE...TILL I GET THAT TWISTED *STEEL* SAFELY TO THE GROUND.

EASY, SPIDEY... *EEEEESY*---

UHH! MY WEBBING COULDN'T STAND THE *STRAIN.*

BUT, AT LEAST IT HELD LONG ENOUGH FOR THE STREET TO BE *CLEARED* BELOW.

SPTANG!

SORRY, BIG MAN.

NOW THAT I KNOW HOW *FAST* YOU ARE, YOU DON'T CATCH ME *TWICE* LIKE THAT.

ZZAK!

THIS IS TOO MUCH!

HIS FINGERS ARE SO STRONG... HE CAN CLING TO THE WALL... BY DIGGING HAND-HOLDS IN THE SOLID BRICK!

YOU'VE HAD IT, PUNK! THIS IS THE PAY-OFF.

DON'T BET ON IT, BUTTER-BALL!

US FRIENDLY NEIGHBOR-HOOD SPIDER-MEN ARE A HARDY BREED.

CLOSER... THAT'S IT. COME JUST A LITTLE CLOSER...

HEY, CHUCKLES... LOOK WHO'S FALLING NOW.

THOK!

NUTS! THAT PRO-TRUDING LEDGE BELOW BROKE HIS FALL.

WHEN HE GETS UP, HE'LL BE DEADLIER THAN EVER!

IF ONLY I KNEW WHO HE IS...

OR WHAT HE'S AFTER.

KOOK!

IT DOESN'T MAKE *SENSE!*

A BLOOD-THIRSTY *GIANT*, MORE MONSTER THAN MAN, APPEARS OUT OF NOWHERE, AND THEN... *WAIT!*

SCREAMS! ---FROM WHERE I LEFT THE *PAINTERS*---ON THE SCAFFOLD...

SOME-THING *HAPPENED!* THEY'RE IN *DANGER* AGAIN!

CAN'T... HOLD ON... ANY LONGER...

NO! NO! YOU'VE *GOT* TO! WE..CAN'T FALL... *NOW!*

I DIDN'T WANNA MAKE A *LIFE'S WORK* OUT OF SAVING YOU GUYS...

BUT THAT'S THE WAY THE SCAFFOLD CRUMBLES.

YOU *DID* IT! YOU *CAUGHT* US!

IF NOT FOR YOU... WE'D HAVE... BEEN *KILLED!*

OKAY, OKAY. I'LL SEND YOU A *FAN CLUB* APPLICATION...

BUT QUIT *CHOKING* ME.

I WAS SURE..WE WERE BOTH... *GONERS!*

BUT *WAIT*... WHAT ABOUT THE *MAN MONSTER?*

THE MAN MONSTER, EH?

I WAS HOPING YOU WOULDN'T *ASK!*

WELL, I GUESS IT'LL TAKE MORE THAN *WISHING* TO GET *RID* OF HIM.

SO HERE WE GO *AGAIN*...

GOOD LUCK, FELLA.

ENOUGH WITH THE *SMALL TALK*, PAL!

I'M GETTIN' *OUT* OF HERE.

HOW *ABOUT* THAT? HE'S *GONE!*

AND, THOUGH IT MAY NOT BE IN THE BEST TRADITION OF SPIDERDOM...

I CAN'T SAY I'M *SORRY.*

BUT, I'VE A HUNCH WE'RE *BOUND* TO TANGLE AGAIN, SOONER OR LATER...

SO I MIGHT AS WELL TRY TO PICK UP HIS TRAIL *NOW*... AND GET IT *OVER* WITH.

AFTER ALL, A JOKER WITH ANTI-SOCIAL TENDENCIES LIKE *HIS* NEEDS A GOOD *TALKING* TO...AT LEAST.

THOUGH, IF I HAD ANY *SENSE*, I'D DO IT OVER THE *PHONE*.

UH OH! LOOKS LIKE I'LL HAVE TO POSTPONE MY DERRING-DO *AFTER* ALL.

I'M DOWN TO MY *LAST* WEB CARTRIDGE.

IT WOULD BE LIKE FACING *BONNIE AND CLYDE* WITH AN EMPTY GUN.

I'D SURE LIKE TO KNOW WHO HE *IS*, THOUGH... AND WHY HE *PULVERIZED* THAT BILLBOARD OF RALEIGH'S.

BUT I'D BETTER GO FETCH MY *CLOTHES* NOW, BEFORE SOMEONE *FINDS* THEM.

ONE OF THESE DAYS I'LL PROBABLY FIND A *BIRD'S NEST* IN HERE.

BOY, THE THINGS A GUY HAS TO *DO* TO KEEP UP HIS *SECRET IDENTITY* SHTICK.

TOO BAD I DIDN'T HAVE TIME TO SET UP MY AUTOMATIC *CAMERA*.

THE *BUGLE* WOULD PROBABLY PAY A *BUNDLE* FOR SOME PIX OF THAT DOUBLE-SIZED DROPOUT FROM A HORROR MOVIE.

SAY, COME TO THINK OF IT... JAMESON STILL *OWES* ME SOME DOUGH FOR THE *LAST* BATCH OF PRINTS I SOLD HIM.

AND MRS. PARKER'S FAVORITE *NEPHEW* CAN SURE USE THE BREAD.

SO I'LL JUST PAY A LITTLE *VISIT* TO JOLLY JONAH ON THE WAY HOME.

HOPE I CAN STILL CATCH HIM IN.

LOOK, MAN... THERE'S *PETEY-O!*

HEY, *SLOW DOWN*, ROOMMATE. WE'VE BEEN *LOOKING* FOR YOU.

THEN YOU HIT THE JACKPOT, KIDS. 'TIS *MESELF* YOU'RE SEEING.

WHAT'S UP, GROUP?

YOU GIVE IT TO HIM, MARY JANE.

IT'LL BE MORE *MEANINGFUL* THAT WAY.

YOU LOOK *NAKED* WITHOUT A *RALEIGH ROOTER* BUTTON, DAD.

HERE... LIVE A LITTLE.

ADMIT, IT, PETE... THE GAL'S ALL *HEART*.

WITH *YOU* IN HIS CORNER, WHY BOTHER WITH THE *ELECTION*?

BE SURE TO *WHOOP* IT UP FOR HIM, SON. HE'S GOT THE *DREAMIEST* SMILE.

HE'S ALSO GOT A *MURDEROUS MAN-MONSTER* WHO'S NOT EXACTLY HIS BIGGEST *FAN!*

ROOT FOR RALEIGH

WHICH *REMINDS* ME...

HAVE TO *RUN*, NOW, MJ. I CAN'T WAIT TO GET HOME AND POLISH MY BUTTON.

STOUT FELLOW.

CAN WE GIVE YOU A *LIFT*, PETE?

NO THANKS, HARR...

I'VE GOTTA STOP AT THE *BUGLE* ON THE WAY.

I ALMOST *FORGOT*. THERE'S A BIG *RALEIGH DANCE-IN* AT THE HALL TOMORROW NIGHT.

GRAB YOURSELF A GAL AND *BE* THERE, TIGER.

WILL DO, MJ.

I'LL SEE IF *GWEN* IS FREE LATER ON.

STILL STUCK WITH *GWENDOLYNE*, EH?

WELL, YOU CAN'T WIN 'EM ALL.

MINUTES LATER...

RALEIGH IS THE BEST THING THAT'S HAPPENED TO POLITICS IN YEARS.

MORE *FEMALES* THAN EVER ARE BUYING THE *BUGLE* SINCE I THREW HIM OUR SUPPORT.

WHAT *IS* IT, MISS BRANT?

PETER PARKER IS HERE TO SEE YOU, MR. JAMESON.

IF HE WANTS TO *SEE* ME, GIVE HIM A *SNAPSHOT*.

TELL HIM I'M TOO *BUSY*... UNLESS THE PEST HAS SOME FRESH *NEWS PHOTOS* FOR ME.

THE PEST *HEARD* THAT, MISTER.

PETER.. YOU SHOULDN'T HAVE...

C'MON... YOU'RE NOT *IMPRESSING* ME WITH THAT CORNY PHONE CALL ROUTINE.

RINNGGG

DON'T YOU EVER *KNOCK* FIRST?

JUST TELL ME *ONE THING*...

WHERE'S THE MONEY YOU OWE ME FOR THE *LAST* BATCH OF SHOTS I SOLD YOU?

WHAT'S THAT? SOME NUTTY *GIANT* JUST WRECKED A ROOFTOP RALEIGH BILL-BOARD... *SINGLE-HANDED?*

YOU *BET* I WANT MORE DETAILS.

MISS BRANT! SEND ROBERTSON IN HERE... ON THE DOUBLE.

SOME OVERGROWN CRACKPOT HAS A GRUDGE AGAINST RALEIGH.

AND THAT MEANS NEWS!

BEFORE YOU YELL "STOP THE PRESSES"... WHERE'S MY DOUGH?

I KNOW IT WOULD BREAK YOUR TENDER LITTLE HEART IF I LEFT WITHOUT IT.

AWRIGHT! AWRIGHT! PICK UP A CHECK AT THE CASHIER.

AND DON'T COME BACK WITHOUT SOME PICTURES OF THAT NUTTY GIANT!

BETTER HIGHTAIL IT, SON, BEFORE HE BLOWS A GASKET.

WHERE IN BLAZES IS ROBERTSON?

RIGHT HERE, JJ.

IT LOOKS LIKE THE UNDERWORLD IS OUT TO SMASH RALEIGH!

FIRST THREATS, THEN BOMB SCARES, AND NOW BILLBOARD SMASHING!

I WANT THE WHOLE STORY.

OUR BEST MEN ARE ON IT ALREADY, JJ.

I'VE GOT TO LEARN MORE ABOUT RALEIGH.

IF JOLLY JONAH'S IN HIS CORNER, HE CAN'T BE ALL GOOD.

AREN'T YOU GOING TO STAY AND HEAR RALEIGH'S SPEECH, PETER?

I'LL CATCH IT LATER, BETTY.

I WANNA GET MY CHECK CASHED BEFORE JONAH COMES TO HIS SENSES.

BESIDES, YOU HEAR ONE CAMPAIGN SPEECH... YOU'VE HEARD 'EM ALL.

BUT RALEIGH'S DIFFERENT. HE'S HONEST.

AND THAT'S AS DIFFERENT AS YOU CAN GET.

SAY... RALEIGH LOOKS PRETTY MAD.

HE JUST HEARD ABOUT HIS BILLBOARD BEING WRECKED.

SHHHH... LET'S HEAR WHAT HE SAYS...

THE UNDERWORLD HAS JUST DECLARED WAR...

AND WE MUST FACE THIS CHALLENGE... TOGETHER.

WAR ON LAW AND ORDER...

WAR ON YOU... AND ON ME.

WILL WE STAND IDLY BY WHILE THE CRIME RATE *RISES*?

I SAY *NO!*

WILL WE SURRENDER THIS FAIR CITY TO THOSE WHO WOULD *DESTROY* US?

I SAY *NO!*

WE WILL NOT BOW TO *THREATS*... WE WILL NOT BOW TO *FEAR*...

WE WILL *BATTLE* THE FORCES OF EVIL... AND WE SHALL *WIN!*

LET THE CRIME LORDS TAKE HEED... THE MORE THEY *ATTACK* ME... THE HARDER I SHALL *FIGHT*.

I WILL NEVER *BETRAY* THE TRUST YOU HAVE GIVEN ME.

I WILL ALWAYS BE.. YOUR *SERVANT!*

GREAT SPEECH, RR, GREAT SPEECH.

BUT AREN'T YOU LAYING IT ON TOO *THICK*?

YOU STICK TO *WARD-HEELING*, LITTLE MAN.

THEY CAN'T *ALL* BE IDIOTS OUT THERE.

I'LL DO THE THINKING HERE.

NOW *WAIT* A MINUTE, RALEIGH. YOU'RE NOT SO *BIG* THAT YOU CAN TALK TO *ME* THAT WAY.

I *HAVEN'T*, EH?

YOU HAVEN'T BEEN *ELECTED* YET.

YOU BRAINLESS, BUMBLING BANTAMWEIGHT...

YOU'RE AS BLIND AS ALL THE *OTHERS*.

I'VE GOT THE WHOLE *CITY* EATING OUT OF MY HAND RIGHT *NOW*.

I'LL BE ELECTED BY THE BIGGEST *PLURALITY* IN HISTORY...

AND THAT'S ONLY THE *BEGINNING*.

BEFORE I'M DONE, I'LL BE THE MOST *POWERFUL* MAN IN THE STATE... THE ENTIRE *NATION*...

BY THE TIME THE FOOL PUBLIC *WAKES UP*... IT'LL BE *TOO LATE!*

AND YOU EXPECT ME TO WORRY ABOUT YOUR WORTHLESS FEELINGS?

TO ME, YOU'RE JUST ANOTHER SHEEP... LIKE ALL THE UN-THINKING MASSES.

ONE DAY, ALL WHO LIVE WILL BE MY SLAVES. NOTHING CAN CHANGE THAT.

YOU... YOU'RE MAD...

ON THE CONTRARY, YOU FOOL. I AM THE ONLY SANE ONE.

IT IS I WHO HAVE THE PLAN...

IT IS I WHO AM... THE POWER!

OKAY, LITERATURE LOVER... NOW THAT YOU'VE STRUGGLED THRU ONE OF THE LONGEST INTRODUCTIONS ON RECORD, WHAT SAY WE REJOIN OUR FRIENDLY NEIGHBORHOOD WEB-SLINGER THE NEXT EVENING AS HE FROLICS AND GAMBOLS AMONGST THE STATELY SPIRES OF FUN CITY...

JUST BECAUSE I'M ON MY WAY TO PICK UP GORGEOUS GWENDOLYNE...

THERE'S NO REASON NOT TO KEEP SEARCHING FOR THE MAN MONSTER, WHILE I'M AT IT!

BESIDES, THIS IS A LOT CHEAPER THAN TAKING A CAB.

I CAN'T GET THAT OVERGROWN GARGOYLE OUT OF MY MIND.

HE'S NOT THE KIND OF PLAYMATE YOU RUN INTO ON EVERY STREET CORNER.

BUT WHERE IN BLAZES CAN HE BE *HIDING*?

IT'S KINDA HARD TO SWEEP A GUY THAT SIZE UNDER THE *RUG*.

WELL, I'LL WORRY ABOUT HIM SOME OTHER TIME!

WITH A CHICK LIKE *GWENDY* WAITING FOR ME, I'D HAVE TO BE A FULL-TIME *NUT* TO KEEP SEARCHING FOR A SPARRING PARTNER INSTEAD.

ANYHOW, THE WAY MY LUCK *USUALLY* RUNS...

...HE'LL COME SKIPPING ON THE SCENE JUST WHEN I LEAST EXPECT HIM.

THERE'S A NICE SHADOWY SPOT, RIGHT NEAR GWEN'S PAD.

SO I MIGHT AS WELL MAKE LIKE "PETER PARKER, BOY FASHION PLATE" AGAIN.

TOO BAD THERE'S NO *PHONE BOOTH* HANDY...

BUT IT'S JUST ONE OF THOSE DAYS.

IT WAS A LUCKY DAY FOR A WEB-HEAD LIKE ME WHEN THEY INVENTED *PERMANENT PRESS* CLOTHES.

OTHERWISE, THE WAY I HAVE TO ROLL THINGS UP, I'D BE THE *SLOPPIEST* SUPERHERO IN TOWN.

HEY, THIS MUST BE THE *WRONG* HOUSE.

I WASN'T EXPECTING A *FAIRY PRINCESS.*

AND *I* WASN'T EXPECTING SUCH A HOKEY *LINE.*

...BUT I *LOVE* IT.

SHE WALKS. SHE TALKS.

SHE'S *SUPER-GWEN.*

COME ON *IN,* YOU IDIOT.

HI, MR. STACY!

I PROMISE TO HAVE GWENDY *BACK* BEFORE SHE TURNS INTO A PUMPKIN.

IF I LOSE MY *SLIPPER*... WATCH OUT.

THANK YOU, SON.

HE'S A NICE BOY, THAT PARKER.

ALTHOUGH I THOUGHT GWEN WOULD PREFER THE MORE *RUGGED* TYPE.

HMMM... *RALEIGH* IS SPENDING A FORTUNE FOR TV TIME.

I WONDER WHERE THE *MONEY* COMES FROM?

THEN, A FEW FROLICSOME MOMENTS LATER...

HI, MJ. IF *YOU'RE* AN USHERETTE, RALEIGH IS AS GOOD AS ELECTED.

SEAT US WHERE WE CAN'T HEAR THE *SPEECHES,* AND WE'LL BE FRIENDS FOR LIFE.

YOU'VE GOT TO SUFFER LIKE THE REST OF US.

SORRY, SWEETIE. IF YOU WANT TO *DANCE* LATER...

RALEIGH

I JUST *ADORE* THAT DRESS YOU'RE WEARING, GWEN.

AND FOR ALL WE KNOW, IT MAY COME BACK INTO *STYLE* SOME DAY.

LOOKS LIKE WE'RE IN LUCK. THEY'RE WRAPPING UP THE ORATORY NOW.

AND WOULDN'T YOU JUST *KNOW* WHO THE LAST SPEAKER WOULD BE...?

PULL IN YOUR CLAWS, DEAR...

LET'S WAIT FOR THE BELL.

RINNNG

--AND, IN *CONCLUSION*, I WOULD LIKE TO SAY...

YOU OLD HAMBONE, YOU'VE BEEN *CONCLUDING* FOR THE PAST HALF HOUR.

HERE COMES THE *BAND*, JAMESON.

EITHER SAY *GOOD-NIGHT*, OR GRAB A *HORN*.

FINALLY, EVEN THE INDEFATIGABLE *JONAH JAMESON* RUNS OUT OF STEAM, AND THEN...

NOW *THIS* IS THE KIND OF POLITICKING I *LIKE*.

WHAT THIS COUNTRY NEEDS IS *MORE* ELECTIONS.

WHAT'S *THAT*? ALL OF A SUDDEN, MY *SPIDER SENSE* IS TINGLING LIKE MAD.

THERE'S SOME HIDDEN *DANGER* NEARBY...

...BUT *WHERE*?

THAT *FIXTURE* ABOVE US... *THAT'S* WHERE IT IS.

THE ENTIRE PLASTIC COMPOSITION IS BEGINNING TO *CRACK!*

BUT, IF I SOUND AN *ALARM*, IT COULD CAUSE A *PANIC*...

THE VIBRATION OF RUNNING FEET MIGHT MAKE IT *COLLAPSE* SOONER THAN EVER.

ONLY *SPIDER-MAN* CAN HELP... BY *WEBBING IT UP* BEFORE IT FALLS!

GWEN... QUICK... BACK TO THE TABLE!

HURRY! THERE ISN'T ANY TIME TO LOSE.

PETER... WHAT *IS* IT?

WAIT! YOU'VE GOT TO TELL ME WHAT'S *WRONG*.

TRUST ME, HONEY. DON'T ASK QUESTIONS.

I JUST... REMEMBERED SOMETHING... SOMETHING *IMPORTANT*.

I HAVE TO TAKE *CARE* OF IT... *NOW*. I'LL BE RIGHT BACK.

HAVEN'T TIME TO SWITCH CLOTHES. THAT FIXTURE MAY *FALL* AT ANY SECOND.

ONLY *ONE* THING TO DO...

IF I CAN MOVE *FAST* ENOUGH.

SIT TIGHT, GWEN. DON'T WORRY.

THE ONLY WAY TO REACH THE CEILING WITHOUT BEING *SEEN* IS BY DOUSING THE *LIGHTS*.

RIPPING OUT THIS POWER PANEL SHOULD DO THE TRICK!

OKAY, SPIDEY... *MOVE*... BEFORE THE LIGHTS GO *ON* AGAIN!

EVERYONE'S MILLING AROUND DOWN THERE... BUT THERE'S NO PANIC... YET.

THEY ALL JUST THINK WE BLEW A *FUSE*.

≡*UH OH!*≡ THAT'S WHAT I WAS *AFRAID* OF.. SOMEONE *SEES* ME.

LOOK... ON THE *WALL...*

IT'S A *MAN...* CLIMBING TO THE CEILING!

AT LEAST THEY CAN'T *RECOGNIZE* ME IN THE DARKNESS.

ANYWAY, I DON'T DARE STOP *NOW...* NO MATTER WHAT.

NOBODY CAN MOVE LIKE THAT... EXCEPT *SPIDER-MAN.*

SOMEONE GET A *FLASHLIGHT.* HURRY.

IF THEY DIG UP A *FLASHLIGHT*... THAT'LL BE THE END OF MY *SECRET IDENTITY* BIT.

BUT I CAN'T WORRY ABOUT THAT... NOT TILL THE *FIXTURE* IS SECURED.

THIS IS AS FAR AS I GO.

NOW, EVERYTHING DEPENDS UPON MY *WEBBING*. IT HAS TO BE *STRONG* ENOUGH TO DO THE TRICK.

WHERE'S THAT BLASTED *FLASHLIGHT*?

HE COULD BE DOING *ANY-THING* UP THERE.

THERE. THAT'S THE BEST I CAN DO.

IF THIS DOESN'T HOLD IT... NOTHING WILL.

NOW TO GET DOWN BEFORE...

OH NO! THEY FOUND A LIGHT!

THEY'LL SEE WHO I AM IN A SECOND!

HURRY. HE'S TRYING TO GET AWAY.

WAIT! IF MY WEBBING CAN SAVE THE FIXTURE...

MAYBE IT CAN SAVE MY SECRET, AS WELL.

I'LL SPIN IT QUICKLY INTO A SHIELD...

THERE! JUST ENOUGH TO CONCEAL ME.

IF I CAN JUST MAKE IT TO THE WINDOW, I'LL BE IN THE CLEAR.

HE'S GETTING AWAY. STOP HIM, SOMEBODY.

WE'RE TOO LATE.

HE'S *GONE*.

BUT, WHAT WAS HE *DOING* UP THERE?

...AND WHY DID HE *HIDE* BEHIND THAT SHIELD?

AT LEAST THEY'LL HAVE SOMETHING TO *THINK* ABOUT.

AND *I'VE* GOT SOMETHING TO THINK ABOUT, TOO.

...LIKE AN ALIBI FOR *GWEN* WHEN I GO WALTZING BACK *IN* THERE.

IT'S A GOOD THING SHE KNOWS I'M A FREE-LANCE NEWS PHOTOG.

HI, KIDS. GLAD THEY FINALLY FIXED THE *LIGHTS*.

SORRY I HAD TO SKIP OUT, BUT...

SAVE YOUR *BREATH*, DAD. WE FIGURED IT OUT. YOU CAUGHT A GLIMPSE OF THE *WEB-SLINGER* AND WANTED AN EXCLUSIVE *PHOTO*. RIGHT?

DID YOU MANAGE TO *GET* A PICTURE OF HIM, PETE?

LEIGH

EH, NO... NOT EXACTLY.

IT WAS *SPIDER-MAN!* HE MIGHT HAVE KILLED US *ALL*.

NOT THE WAY *WE* SEE IT, FRIEND.

THE CEILING FIXTURE BROKE *LOOSE*. IT LOOKS TO *US* AS IF HE *SAVED* YOU BY WEBBING IT UP TILL WE COULD GET HERE!

DID YOU *HEAR* HIM? THAT LAME-BRAINED SMOKE-EATER THINKS SPIDER-MAN WAS TRYING TO *HELP* US.

BUT THE *BUGLE* WILL PRINT THE TRUTH. I'LL *EXPOSE* THE WHOLE THING.

HE TRIED TO *KILL* EVERYBODY... BY DROPPING THAT FIXTURE. BUT WE MANAGED TO *SCARE* HIM OFF.

WAIT A MINUTE, PARKER. *YOU* WERE HERE ALL THE TIME. DID YOU GET ANY *PICTURES* FOR ME?

COULDN'T, MR. JAMESON. THERE..EH.. WASN'T ENOUGH *LIGHT*.

RALEIGH

EXCUSES. NOTHING BUT *EXCUSES*.

NEXT TIME I'LL CARRY MY *OWN* BLAMED CAMERA.

SURE, SURE... YOU *DO* THAT, JJ.

THEN, WITH THE FRENZIED FESTIVITIES FINALLY FINISHED...

I WONDER WHAT SPIDER-MAN *WAS* DOING UP ON THE CEILING, MR. PARKER?

YOU KNOW HOW IT IS, MISS STACY! *SOME* GUYS WILL FREE-LOAD *ANYWHERE*.

I WONDER HOW IT WOULD *SOUND*..?

"MARY JANE RALEIGH!"

KNOW SOMETHING? I *LIKE* IT. IT'S GOT *PIZAZZ!*

HEAVENS! HAS MY LOVER-BOY *BETRAYED* ME?

UH-OH... *NOW* WHAT?

HOW *ABOUT* THAT! WHO DO YOU KNOW WITH DARK, SILKY *HAIRS*, CASANOVA?

NO, THEY'RE *NOT* HAIRS. THEY LOOK LIKE... PART OF A *SPIDER WEB!*

THAT'S ALL I *NEEDED*.

CHEER UP, PETEY LAD. I WAS ONLY *FUNNIN'* YOU.

THOSE LITTLE WEB STRANDS FELL ON ALMOST *EVERYBODY* BACK AT THE DANCE-IN.

FOR A MOMENT YOU LOOKED AS STARTLED AS *SPIDER-MAN* MIGHT!

HEH HEH! YOU SURE ARE A GREAT LITTLE KIDDER.

I WONDER IF RALEIGH DIGS *BRUNETTES?*

AND, SINCE THERE ARE A FEW THINGS ABOUT THE REDOUBTABLE MR. RALEIGH THAT *WE* QUESTION ALSO, LET'S *RETURN* TO THAT ESTIMABLE, THOUGH ENIGMATIC GENT...

WHAT'S THAT? *SPIDER-MAN* PREVENTED THE CEILING FROM CRUMBLING?

YOU BRAINLESS *BUNGLERS!* THE PLAN WAS *PERFECT!*

IT WOULD HAVE MADE THE ENTIRE *CITY* BELIEVE THE UNDERWORLD WAS OUT TO *DESTROY* RICHARD RALEIGH, THE CRUSADING CANDIDATE!

THAT MASKED INTERLOPER MUST *PAY* FOR THIS... DO YOU *HEAR?*

I CANNOT PERMIT SOME DERANGED *DO-GOODER* TO UPSET MY CAREFULLY CONCEIVED *TIME-TABLE!*

I'VE GONE TOO *FAR* FOR ANY-THING TO STOP ME NOW.

THERE'S TOO MUCH AT STAKE. THE *PRIZE* IS TOO GREAT.

EVERYTHING DEPENDS UPON THE NEXT FEW DAYS.

UPON THE GULLIBLE VOTERS BELIEVING THAT THE *UNDERWORLD* IS TRYING TO SILENCE ME.

AND HERE, HIDDEN FROM THE PRYING EYES OF THE SHEEP-LIKE *PUBLIC*...

HERE IS WHERE THE ULTIMATE *VICTORY* WILL BE WON.

THAXTON! ARE YOU *DOWN* THERE, YOU CRINGING MILKSOP?

THIS IS *RALEIGH*. I WANT TO SEE HOW THE *PROJECT* IS PROGRESSING.

WE CANNOT AFFORD A SECOND *FAILURE*... DO YOU HEAR?

I HAVE BEEN *WORKING*... NIGHT AND DAY.

YOU KNOW THE *PRICE* YOU WILL PAY IF ANY-THING GOES WRONG AGAIN.

THEN GIVE ME *TIME*. I MUST HAVE MORE *TIME*.

YOUR TIME HAS NEARLY *RUN OUT*.

IT'S *NOW*... OR *NEVER!*

BUT, EVERYTHING WOULD HAVE BEEN *PERFECT*...IF *SPIDER-MAN* HAD NOT INTERFERED.

MY GREATEST CREATION PERFORMED EXACTLY AS I *PROMISED*.

BUT NOW, HE NEEDS NEW *ADJUSTMENTS*... NEW *MODIFICATIONS* ...TO ENABLE HIM TO COPE WITH OPPONENTS LIKE *SPIDER-MAN!*

WHEN I LEARNED OF YOUR EXPERIMENTS IN BIO-CHEMISTRY... THE EXPERIMENTS WHICH CAUSED YOU TO BE *SHUNNED* BY THE MEDICAL PROFESSION...I KNEW YOU WERE THE ONE I WANTED.

AND, WE HAVE *SUCCEEDED*. BY ALTERING THE GENES OF A COMMON THUG, WE'VE CREATED A SUPER-POWERFUL *MONSTER!*

BUT, SO LONG AS HE IS STILL *NOT* TRULY INVINCIBLE... SO LONG AS *SPIDER-MAN* CAN DEFEAT HIM...YOU HAVE NOT COMPLETELY FULFILLED YOUR COMMITMENT.

I'VE GIVEN HIM NEW *CIRCUITS*... NEW *STRENGTH*...

BUT, CAN HE DEFEAT *SPIDER-MAN*?

THAT'S ALL THAT MATTERS!

HE MUST BE *PERFECT*, DO YOU HEAR? *PERFECT!*

HE'S ONLY THE *FIRST.*

FOR I HAVE THE *BRAINS*... THE *GUTS*... AND SOON, THE *POWER*... TO RULE THE *WORLD!*

ONE DAY I'LL HAVE AN ENTIRE *ARMY* OF SUCH CREATURES!

BUT, FIRST THINGS FIRST.

GIVE ME THE HAND-HELD *CONTROL UNIT* YOU'VE BEEN WORKING ON. *NOW!*

YES! YES! HERE.. TAKE IT. *TAKE* IT.

GOOD. GOOD! NOW, THERE'LL BE NO *CHANCE* OF HIM FAILING!

FOR *I* WILL BE *CONTROLLING* OUR MAN-MADE MONSTER... EVERY MOMENT OF THE DAY.

WAIT! NOT SO QUICKLY. IT CAN STILL BE *DANGEROUS.*

LET ME EXPLAIN ITS *OPERATION.* RALEIGH... *WAIT!*

SHUT UP, YOU SNIVELLING FOOL.

RICHARD RALEIGH IS *THRU* WITH WAITING. I'M SO HUNGRY FOR MY NEW-FOUND *POWER* THAT I CAN ALMOST *TASTE* IT.

ACTIVATE ALL CIRCUITS... NOW!

MORE POWER. GIVE HIM STILL MORE.

HE MUST BE AT MAXIMUM STRENGTH.

TOO MUCH! HE'S RUNNING AMOK. I WAS AFRAID OF THIS.

ARRGHHHH!

WHAT DO I DO, THAXTON? QUICKLY, MAN... TELL ME.

THE NULLIFY BUTTON... TAP IT TWICE... HURRY.

I DID IT. IT'S WORKING. HE'S BEGINING TO SLOW DOWN.

I'LL NEED MORE TIME TO PRACTICE WITH THIS NEW CONTROL UNIT.

MEANWHILE, REMAIN MOTIONLESS, YOU BRAINLESS BEHEMOTH.

RAISE YOUR HAND AGAINST ME AGAIN, AND I'LL DESTROY YOU ON THE SPOT.

JUST A FEW MORE ADJUSTMENTS AND HE'LL BE *PERFECT*, MR. RALEIGH.

LET US *HOPE* SO, THAXTON... FOR *YOUR* SAKE.

AND NOW... I'LL ORDER OUR LITTLE CRIME WAVE TO *CONTINUE*.

MEANWHILE, *PETER PARKER* FINDS IT DIFFICULT TO CONCENTRATE UPON MATTERS SCHOLASTIC THE NEXT DAY---

THAT TEN-FOOT NIGHTMARE MAY STILL BE *AT LARGE*... ANYWHERE IN THE CITY.

PARKER... I HOPE WE'RE NOT *BORING* YOU.

HEY, PETE. BETTER GET *WITH* IT, SON!

HE DOESN'T EVEN *HEAR* YOU, HARRY!

WHAT'S WRONG, PAL O'MINE? YOU'VE BEEN IN A *DAZE* ALL DAY.

I DON'T KNOW, HARRY, PROBABLY JUST... SPRING FEVER.

IF YOU CAN USE A SOFT SHOULDER AND A SYMPATHETIC EAR...

I SURE *CAN*, LADY... IF THE EYES AND LIPS GO ALONG *WITH* THEM.

WELL, YOU MAY BE UNDER THE WEATHER... BUT AT LEAST YOU'RE STILL *ALIVE*.

BUT, BEFORE WE SEGUE INTO *PEYTON PLACE*, LET'S SWITCH TO A PRIVATE MIDTOWN MEN'S CLUB, WHERE WE FIND...

HOW ABOUT JOINING OUR COMMITTEE TO RAISE FUNDS FOR *RALEIGH'S* CAMPAIGN, STACY?

I'LL THINK ABOUT IT, JAMESON.

THINK ABOUT IT? MY *NEWSPAPER* IS SQUARELY BEHIND THE MAN.

WHAT *MORE* DO YOU HAVE TO KNOW?

DIDN'T YOU *ALSO* PREDICT A *GOLDWATER* LANDSLIDE?

LOOK, JAMESON... WHAT DOES ANYONE REALLY *KNOW* OF RICHARD RALEIGH?

HE *PHOTOGRAPHS* WELL, IS AGAINST *SIN*, AND SUPPORTS MOTHERHOOD AND APPLE PIE.

ARE YOU *QUESTIONING* MY JUDGEMENT, STACY?

WELL, SINCE *YOU* NEVER QUESTION IT, PERHAPS *SOMEONE* SHOULD.

THINK OF *THIS*, MISTER... IF BOTH *SPIDER-MAN* AND THE *UNDERWORLD* ARE AGAINST RALEIGH, HE'S *GOT* TO BE THE BEST MAN.

MAYBE SO, BUT MY YEARS ON THE POLICE FORCE HAVE MADE ME *SUSPICIOUS* OF ANYTHING THAT SEEMS TOO PAT.

BAH! YOU SHOULD LEARN TO BE MORE *TRUSTING*... AND SYMPATHETIC... LIKE *ME!*

HOWEVER, SINCE THE NAME OF OUR MIRTHFUL MAG IS *SPIDER-MAN*, LET'S SEE WHAT THE WEARY WEB-SPINNER IS *DOING* ALONG ABOUT NOW...

I HATED TO LEAVE GORGEOUS *GWENDOLYN*, BUT THE SHOW MUST GO ON.

I WON'T BE ABLE TO *REST* TILL I PICK UP THE TRAIL OF THAT *MAN-MONSTER* ONCE MORE!

UH OH! MY *SPIDEY SENSE* IS TINGLING AGAIN.

MUST BE SOMETHING *WRONG* IN THE AREA!

IT'S A *STICK-UP!*.. ON THAT PENTHOUSE TERRACE BELOW!

SAY, I JUST *REMEMBERED* SOMETHING...

THAT'S WHERE THE PAPER SAID THEY'RE HOLDING A BIG *FUND-RAISING* PARTY...

FOR NONE OTHER THAN BIG DADDY *RALEIGH.*

I'LL JUST SET UP MY *CAMERA,* AND JOIN THEM FOR FUN'N GAMES.

I'M NOT CARRYING AN *INVITATION*...

BUT SOMEHOW, I DON'T THINK THEY'LL *MIND.*

YOU *HEARD* ME. HAND OVER ALL THE *LOOT* YOU COLLECTED.

WE AIN'T ABOUT TO LET THAT PUNK *RALEIGH* GET ELECTED IN *THIS* TOWN.

DON'T SHOOT! *DON'T SHOOT!* JUST TAKE WHAT YOU *WANT.*

BEST OFFER I HAD ALL DAY!

BUT SUDDENLY, A SPINNING *WEB* DROPPETH AS THE GENTLE RAIN FROM HEAVEN UPON THE PLACE BENEATH---

IT'S *SPIDER-MAN!*

GET 'IM!

HEY, WYATT EARP, WHERE DID YOU PRACTICE YOUR *MARKSMANSHIP*... IN THE PENNY ARCADE?

HERE I AM SEARCHING FOR AN OVERSIZED BATTERING RAM, AND I FIND THREE TRIGGER-HAPPY HOODS.

OH, WELL, IT'S THE STORY OF MY LIFE.

KRAK!

HERE, CHARLIE... I'LL MAKE IT *EASY* FOR YOU...

YOU CAN PROBABLY DO *BETTER* WITH YOUR EYES *SHUT*.

GIVE IT TO THEM, SPIDER-MAN.

OH, IF YOU COULD ONLY *VOTE*.

ZAP!

YOU LOOK *TIRED*, LITTLE FELLA--- SO *NITEY NIGHT*.

YOU CAN DREAM ABOUT HOW *LUCKY* YOU ARE THAT I ONLY *TAPPED* YOU.

THAP!

NOW AREN'T YOU TWO *ASHAMED* OF YOURSELVES, REACHING FOR YOUR *GUNS* UNDER THERE?

BUT, DON'T WORRY... YOUR FRIENDLY NEIGH-BORHOOD *SPIDER-MAN* WON'T LET YOU GET INTO ANY MORE *TROUBLE*. SEE?

ZONK!

WISH I COULD THINK OF A REAL QUOTABLE *EXIT SPEECH*, GROUP.

BUT ALL I KNOW IS: "THE BOY STOOD ON THE BURNING DECK".

AND *THAT'S* BEEN SAID BEFORE.

COME TO POPPA, BABY.

JOLLY JONAH OUGHT TO PAY *PLENTY* FOR THESE PIX.

GLAD I REMEMBERED TO SET HER ON *AUTOMATIC*.

WELL, EVEN THOUGH I *DIDN'T* FIND THE ONE I WAS LOOKING FOR, I GOT A FEW GOOD *NEWS PHOTOS*.

AND I SURE CAN USE THE *DOUGH*.

I OUGHT TO SEND *AUNT MAY* SOME MONEY.

IN FACT, IT'S TIME I PAID THAT LITTLE LADY AN IN-PERSON *VISIT*.

AND WHEN OUR HEADSTRONG HERO MAKES UP HIS MIND---HE MAKES UP HIS MIND!

PETER DEAR. WHAT A WONDERFUL SURPRISE.

I'M NOT *HUNGRY*, AUNT MAY.

I JUST WANTED TO SEE HOW YOU ARE.

COME *IN*. I'VE GOT A *CHICKEN* ROASTING.

NONSENSE. YOU NEED NOURISHMENT.

LOOK HOW *THIN* YOU ARE!

YOU'D SAY THAT IF I WAS THE CIRCUS *FAT MAN*.

MRS. WATSON AND I WERE JUST WATCHING THAT *HEAVENLY* RICHARD RALEIGH ON TV.

HI, MRS. WATSON. ARE YOU AND AUNT MAY A COUPLE OF *RALEIGH ROOTERS*?

IT SEEMS THAT *EVERYBODY* IS, NOWADAYS.

HIS *HONESTY* AND HIS *INTEGRITY* ARE JUST WHAT THIS CITY *NEEDS*.

DON'T YOU *AGREE*, PETER?

WELL, I *GUESS* SO... BUT HOW CAN EVERY-ONE BE SO *SURE* OF RALEIGH'S HONESTY?

YOU'RE SO *NAIVE*, DEAR.

WOULD ALL THOSE HORRIBLE *GANGSTERS* KEEP ATTACKING HIM IF THEY WEREN'T *AFRAID* THAT HE'LL BE ELECTED?

AND BESIDES, HE HAS THE MOST *BEAUTIFUL* SMILE.

OKAY, PEOPLE, I WON'T INTERRUPT YOU ANY LONGER.

YOU SAY THE *SWEETEST* THINGS!

IT'S NICE TO KNOW THAT THE SHIP OF STATE IS IN THE HANDS OF SUCH AN AWARE, WELL-INFORMED CITIZENRY.

BOY! JUDGING BY THE REACTION OF *AUNT MAY*... AND *MRS. WATSON*...

I'M SURPRISED *ROCK HUDSON* NEVER RAN FOR *PRESIDENT!*

I WONDER HOW *CAPTAIN STACY* FEELS ABOUT RALEIGH?

BUT, *WE* WHO SCAN THESE PRICELESS PANELS, NEED WONDER NO LONGER...

LOOK, STACY, I'M GOING TO INTERVIEW RALEIGH RIGHT *NOW*.

WHY DON'T YOU COME ALONG AND *LEARN* SOMETHING?

I'D *LIKE* TO, JAMESON...

BUT I PLANNED TO DO SOME *READING* TONIGHT.

CHECK ROOM

READING?

...WHEN YOU'VE A CHANCE TO MEET OUR NEXT *MAYOR?*

I MAY LEARN *MORE* ABOUT HIM BY STUDYING THESE *RECORDS*.

THEY'RE *REPORTS* I'VE GATHERED CONCERNING RALEIGH'S *BACKGROUND!*

BACKGROUND, SHMACKGROUND! WHAT DIFFERENCE DOES *THAT* MAKE?

HE'S *MY* TYPE OF CANDIDATE...AND *THAT'S* ALL THAT MATTERS.

YOU NEVER *WOULD* LET YOUR JUDGMENT BE CLOUDED BY FACTS, JONAH.

FACTS? *WHAT* FACTS? I KNOW ALL I *NEED* TO KNOW ABOUT THE MAN.

MAY HEAVEN *PROTECT* US FROM THOSE WHO KNOW ALL THEY *NEED* TO KNOW... ABOUT ANYTHING.

IT'S *MR. JAMESON*. HE HAS AN APPOINT-MENT.

IT'S ABOUT THAT EXCLUSIVE *INTER-VIEW* WE DISCUSSED, R.R.

MY STORY WILL MAKE YOU A *SHOO-IN* FOR OFFICE.

AND =*HRUMMPH!*= OF COURSE YOU'LL *REMEMBER* THE "DAILY BUGLE" WHEN YOU'RE *ELECTED*.

YES, YES. OF COURSE.

COME IN, JAMESON. COME IN.

SO LONG AS YOU HAVE MY *NEWSPAPER* BEHIND YOU, IT DOESN'T MATTER *HOW* MUCH BACKGROUND MATERIAL SNOOPERS LIKE *CAPTAIN STACY* CAN DIG UP!

BACKGROUND MATERIAL? CAPTAIN STACY?

WHAT DO YOU *MEAN*, MAN?

IT'S *NOTHING*, RR...NOTHING AT ALL.

HE'S BEEN DOING RESEARCH ...LOOKING INTO YOUR *PAST*.

SINCE RETIRING FROM THE FORCE, STACY HAS APPOINTED HIMSELF A ONE-MAN *WATCHDOG* COMMITTEE.

BUT *LET* HIM, I SAY.

A MAN OF *YOUR* POSITION, OF *YOUR* STANDING, CAN HAVE *NOTHING* TO FEAR.

ONE THING I ALWAYS PRIDED MYSELF UPON IS.. I'M AN *INFALLIBLE* JUDGE OF CHARACTER!

AH, YES... *YES*.

YOUR REPUTATION IS, EH, ALMOST *LEGENDARY*.

BUT NOW, LET'S PROCEED WITH THE *INTERVIEW*.

I'M AFRAID MY *TIME* IS VERY LIMITED.

NATURALLY, NATURALLY. LUCKY FOR *YOU*, J. JONAH JAMESON IS A MAN OF *FEW* WORDS.

TIME IS *MONEY*, I ALWAYS SAY.

IN FACT, THAT REMINDS ME OF A *STORY*...

HOWEVER, EVEN *JOLLY JONAH* FINALLY RUNS DOWN, AND THEN---

I THOUGHT THAT OLD WIND-BAG WOULD *NEVER* FINISH.

TO MY *TOWN HOUSE* ---AS SOON AS POSSIBLE.

MOVE, MAN!

THAXTON! WE MUST SPEED UP OUR TIMETABLE.

I'VE COMPLETED WORK ON THE HAND-HELD *CONTROL UNIT*.

EVERYTHING IS *READY* FOR YOU.

I WAN'T HIM READY TO GO INTO ACTION... *TONIGHT*.

YOU'RE JUST IN *TIME*, RALEIGH.

I'VE BEEN TRYING TO *REACH* YOU.

EVERYTHING IS COMPLETELY *FOOLPROOF* NOW.

THAT TRANSISTORIZED *MINI-UNIT* WILL GIVE YOU COMPLETE *CONTROL* OF HIS EVERY ACTION.

GOOD. GOOD.

THEN LET'S GET *STARTED.*

I'VE SECURED AN IONIC *NEURO-BAND* TO HIS SKULL.

SHOULD HE SEEK TO *DEFY* YOU, YOU CAN *SHOCK* HIM INTO TOTAL OBEDIENCE AT THE PUSH OF A *BUTTON.*

AND NOW, I'LL *AWAKEN* HIM.

=*UHHHH!*= MY *HEAD!* WHAT'S THIS *PAIN*... IN MY *HEAD?*

THAXTON! HE SEEMS MORE *MONSTROUS* THAN EVER!

AND THAT DAZZLING *GLOW* AROUND HIM...WHAT DOES IT *MEAN?*

IT CAN'T BE AVOIDED.

IT'S CAUSED BY THE IONIC *ENERGY* FLOWING THRU HIS BLOODSTREAM.

YOUR NULLIFIER BUTTON! *PRESS* IT, RALEIGH... QUICKLY... *QUICKLY!*

*AAAA

NO... NOT YET. I WANT TO *WAIT*. I WANT TO SEE WHAT HE *DOES*.

HE'S NOT TRYING TO ATTACK *US*. IT'S THAT *BAND* AROUND HIS HEAD... HE'S TRYING TO WRENCH IT *OFF*.

WHAT ARE YOU *DOING* TO ME? WHY DOES MY BRAIN *ACHE* THIS WAY?

NOW, RALEIGH... *NOW!*

FOR THE LOVE OF *HEAVEN*...

BTTM

RAK

THAT *MACHINE* IN YOUR HAND...

THAT'S WHAT'S CAUSING IT.

QUIET, YOU SIMPERING COWARD.

I HAD TO TEST IT *MY* WAY.

AHH... IT WORKS *PERFECTLY*.

ARRRRGGH!

CLICK!

DO NOT... DO THAT TO ME... AGAIN.

I WILL DO... *ANYTHING*... AS LONG AS YOU... DON'T DO THAT... AGAIN.

EXACTLY!

AND NOW THAT YOU KNOW I MUST BE IMPLICITLY *OBEYED*, THESE ARE YOUR *ORDERS*...

GO TO THE ADDRESS I GIVE YOU... AND *KILL* A MAN NAMED *STACY*.

FASTER! FASTER, YOU HULKING, BRAINLESS GARGOYLE...

I'LL PRESS THE CONTROL BUTTON... EVER SO SLIGHTLY... TO SPEED YOU ON YOUR WAY.

NO..NO! THE PAIN... IS TOO GREAT!

I'LL GO. I'LL DO WHAT YOU SAY. I WILL NOT FAIL YOU.

THOOM!

THOOM!

AND, EVEN AS THE MONSTROUS BEHEMOTH LUMBERS TOWARD THE HOME OF CAPTAIN STACY...

IT'S VERY REFRESHING TO SEE A YOUNG MAN WITH SUCH AN AVID INTEREST IN MUNICIPAL POLITICS, PETER.

AND IT'S ESPECIALLY GRATIFYING TO LEARN THAT WE SHARE THE SAME OPINION OF THE REDOUBTABLE MR. RALEIGH!

THIS BUSINESS OF THE UNDER-WORLD ALWAYS ATTACKING HIM DOESN'T SEEM KOSHER TO ME, EITHER.

CHECK! I'VE BEEN RESEARCH-ING THAT LITTLE MATTER...

AND, I'VE LEARNED SOME INTERESTING... OH. IT'S YOU, MY DEAR.

IF YOU DON'T POSITIVELY SWOON OVER THIS GLITZY ENSEMBLE...

THEN LITTLE GWENDOLYNE SIMPLY BLEW A WEEK'S ALLOW-ANCE!

WELL, I'M SURE YOU TWO HAVE MORE EARTH-SHAKING MATTERS TO DISCUSS THAN THE COMING ELECTION.

GWENDY, IF YOU LOOKED ANY BETTER, THEY'D LOCK YOU UP.

TOO BAD I COULDN'T FINISH MY TALK WITH MR. STACY...

BUT, IF IT HAD TO BE INTERRUPTED, I CAN'T THINK OF A BETTER WAY.

HANG LOOSE, HEROINE! MY CHARIOT IS THINE THIS DAY.

ONE GROOVY THING ABOUT A CYCLE... YOU DON'T PAY EXTRA FOR THE AIR CONDITIONING.

HAVE FUN, YOU TWO.

BUT DON'T BREAK THE SOUND BARRIER.

VROOOM

HELLIPPI

GWEN! DID YOU HEAR THAT?

IT CAME FROM AROUND THE CORNER!

...SOUNDED LIKE SOMEONE WHO'S STRICKEN WITH FEAR!

WHAT CAN HAVE HAPPENED?

QUICK! RUN! RUN FOR YOUR LIVES! HE'LL KILL US ALL!

CALL THE POLICE! GET OFF THE STREETS! ...NOTHING CAN STOP HIM!

HE'S A GIANT ...A MONSTER!

CRASH!

A GIANT?

THAT CAN ONLY MEAN... ONE THING...

SKRAK

AAAA

GH

IT'S HIM!

BUT, HOW DID HE FIND ME?

I'VE GOT TO CHANGE INTO *SPIDER-MAN*... BUT, I *CAN'T*...NOT WITH *GWEN* HERE!

RUN, HONEY! RUN AND GET *HELP!* I'LL STAY *HERE*... AND DO WHAT I *CAN!*

PETE! HE... HE'S GOING TOWARDS... *MY HOUSE!*

HE DOESN'T EVEN SEEM TO *NOTICE* US...OR *ANYBODY!* IT'S...AS THOUGH...HE'S AFTER *MY DAD!*

SHE'S *RIGHT!* HE DOESN'T KNOW WHO *I* AM. HE'S HEADING FOR *MR. STACY!*

NOW ONLY *SPIDER-MAN* CAN HELP!

THERE'S *NO* OTHER WAY.

SPLAM!

GET TO A *PHONE*, GWEN...*NOW!* YOUR FATHER'S *LIFE* MAY BE AT STAKE!

HURRY!

IT *WORKED!*

NOW, THERE'S JUST TIME FOR ME TO MAKE... THE *FASTEST* CHANGE OF MY LIFE!

BUT, I'VE GOT A *BATTLE* CUT OUT FOR ME.

HE LOOKS TWICE AS *STRONG*... TWICE AS *UNBEATABLE*... AS HE DID BEFORE!

THOOM!

I *FOUND* YOU, STACY.

AND NOW, YOU HAVE TO *DIE!*

NO!

YOU *MUST* DIE! THOSE ARE...MY *ORDERS*.

I... *HAVE* TO..OBEY.

ORDERS? OBEY?

WHAT CAN IT ALL *MEAN?*

IT'S THE SAME DEADLY *GIANT* THAT SPIDER-MAN FOUGHT NOT LONG AGO.

BUT, WHO *IS* HE? *WHAT* IS HE?

WHY THE EERIE *GLOW* AROUND HIS BODY?

THAK!

AND, MOST *IMPORTANT* OF ALL...

WHY DOES HE WANT TO *KILL* ME?

...AND HOW CAN I *STOP* HIM?

DON'T! STAY BACK! YOU'RE...MAKING A TERRIBLE *MISTAKE!*

YOU'VE NO *REASON*... TO *DO* THIS.

IF...IT'S *MONEY*... YOU WANT...

IT *ISN'T* MONEY. IT'S YOUR *LIFE.*

I'VE HEARD CORNY LINES *BEFORE*...

BUT *YOURS* COME RIGHT OUT OF THE "VILLAINS' MANUAL".

PTOK!

SPIDER-MAN!

NOT EVEN YOU CAN STOP ME NOW.

MAYBE NOT, CHARLIE... BUT I'M SURE GONNA TRY.

CUT OUT, MR. STACY... BUT FAST.

I'LL HOLD HIM OFF... TILL YOU'RE SAFE.

HE SAID... HE WAS ORDERED TO... KILL ME.

WELL, I DIDN'T FIGURE HE WAS REPRESENTING THE WELCOME WAGON.

LOOK OUT! HE'S GETTING UP...

RUN, STACY... BEFORE HE... UNHH!

YOU CAN'T GET AWAY FROM ME.

I'M NOT GONNA FAIL AGAIN... NOT THIS TIME.

DON'T BET ON IT, BIG MAN.

YOU'VE GOT LOSER WRITTEN ALL OVER YOU.

HUH..?

THWIPP!

WHHIT!

IT'S LIKE TRYING TO HOLD BACK A HURRICANE.

BUT... WHY IS HE ATTACKING GWEN'S DAD? WHAT'S IT ALL ABOUT?

YOU PUNY *FLEA*... I'LL SETTLE WITH *YOU* LATER.

...*AFTER* I FINISH OFF *STACY!*

HE *MEANS* IT...

HE'S NOT EVEN *WORRIED* ABOUT ME.

BUT, I *CAN'T* LET HIM REACH CAPTAIN STACY.

"!O!"

AGAIN?

HOW DID YOU GET *UP* SO FAST?

I TOSSED YOU AT LEAST A *DOZEN* FEET!

THAT'S WHAT *YOU* THINK, SYDNEY.

I JUST *BACK-FLIPPED* OUT OF THE WAY...

'CAUSE YOU'VE GOT *BAD BREATH.*

ALL RIGHT, WISE GUY... THAT *DOES* IT!

NOW STACY CAN *WAIT.*

YOU'RE GONNA *EAT* THOSE WORDS.

WHEN I'M *DONE* WITH YOU, THERE WON'T BE ENOUGH *LEFT* FOR A *FLY SWATTER!*

I'LL *TEAR* YOU APART WITH MY *BARE HANDS.*

IT *WORKED!* I GOT HIM SO *MAD*, HE'S GOING AFTER *ME* INSTEAD OF STACY.

AT *THIS* RATE, I COULD END UP AS THE GREATEST SUCCESS...IN THE *CEMETERY.*

POLICE

MY ONLY CHANCE IS TO LURE HIM UP TO THE *ROOFTOPS*...

WHERE THE ADVANTAGE WILL BE *MINE*...I *HOPE*.

THERE'S A *SQUAD CAR*, PULLING UP BEHIND HIM.

GWEN WAS REALLY ON THE BALL.

MAN! LOOK AT HIM *SCRUNTCH* HIS FINGERS INTO THAT *WALL*...TO GET A *HANDHOLD!*

BRAKK!

THE GIRL WAS *RIGHT*. IT'S THE *MAN-MONSTER!*

LET HIM *HAVE* IT, BILL.

IT'S *NO USE*. THE SHELLS BOUNCE RIGHT *OFF* THAT GEAR HE'S WEARING.

AND FROM THE *LOOKS* OF 'IM... THEY WOULDN'T STOP HIM EVEN *WITHOUT* IT.

KRAK!

PTANNG!

IT'LL TAKE A *HOWITZER* TO BRING *HIM* DOWN.

MEANWHILE, JUST AROUND THE CORNER...

DAD! DAD! ARE YOU *ALL RIGHT?*

YES, DEAR.. I'M SAFE... NOW.

BUT...THAT *WALKING HORROR*.. IS STILL AT LARGE.

THAT DOESN'T MATTER. *NOTHING* MATTERS...AS LONG AS YOU AND PETER ARE *SAFE*.

PETER?

I...I HAVEN'T *SEEN* HIM.

YOU HAVEN'T?

BUT...I *LEFT* HIM HERE... WHEN I CALLED THE POLICE.

DAD! THE *MONSTER*... YOU..YOU DON'T *THINK*..?

NO! IT *CAN'T* BE...IT JUST *CAN'T!*

IT'S A SHAME THAT POOR GWENDOLYNE IS WORRYING HERSELF NEEDLESSLY. OR, *IS* HER WORRY *NEEDLESS*...?

I THOUGHT HE'D HAVE LOST HIS *FOOTING* BY NOW---

BUT THAT MUSCLE-BOUND KILLER MUST BE PART *MOUNTAIN GOAT.*

SHAKE A LEG, SEYMOUR. A FELLA COULD FALL *ASLEEP* WAITING FOR YOU.

I'LL *BE* THERE... SOONER THAN YOU *EXPECT.*

THERE'S NO PLACE *YOU* CAN REACH THAT *I* CAN'T!

I'M BEGINNING TO THINK HE'S *RIGHT.* BUT, I CAN'T STOP *NOW.*

I'VE GOT TO FIND *SOME* WAY TO... *HEY!* WHAT *HAPPENED?*

VOTE

RALEI

THE SIGHT OF THAT *POSTER*... IT STOPPED HIM *COLD.*

RALEIGH'S FACE. IT'S *AFFECTING* HIM... VIOLENTLY.

BUT, *WHY?* UNLESS...

VOTE

RALEI

SUDDENLY, ALL THE *PIECES* SEEM TO BE FALLING INTO PLACE.

IF MY HUNCH IS *RIGHT*...

UH OH. HE'S SNAPPING *OUT* OF IT.

IT'S A REAL *LONG SHOT*... AND MAYBE I FLIPPED MY LID...

BUT, I'M LEADING HIM TO RALEIGH'S *TOWN HOUSE*.

RUN ALL YOU *WANT* TO, FREAK.

YOU'RE AS GOOD AS *DEAD*.

MAYBE SO.

BUT, *YOU'RE* CALLING *ME* FREAK?

RALEIGH, I'M *SCARED*. MAYBE WE BIT OFF *MORE* THAN WE CAN CHEW.

QUIET, YOU SNIVELLING JELLYFISH.

SO LONG AS I CONTROL THE MOST POWERFUL HUMAN *KILLING MACHINE* ON EARTH...

I'VE *NOTHING* TO FEAR... *NOTHING*.

WOULDJA BELIEVE... *SOMETHING*?

SPIDER-MAN!

WELL, IT'S *NOT* DEAN RUSK!

I *TOLD* YOU WE'D NEVER GET *AWAY* WITH IT.

IF *HE'S* ON TO US...

SHUT UP, THAXTON!

I'LL TAKE CARE OF *HIM*.

THAT I'VE GOTTA SEE.

YOU'LL *SEE* IT, WALL-CRAWLER.

AND, IT WILL BE THE *LAST* THING YOU *EVER* SEE.

THAT *GADGET* IN HIS HAND... IT'S SOME SORT OF *CONTROL* DEVICE.

AND IT'S NOT HARD TO GUESS *WHAT* IT CONTROLS.

CLCK!

...'CAUSE HERE HE COMES *NOW.*

SORRY, SWEETIE! YOU'LL HAVE TO MOVE FASTER THAN *THAT!*

SPEED DOESN'T MATTER.

ALL I HAVE TO DO IS *CONNECT*... JUST *ONCE.*

AND I'M *BIG* ENOUGH... AND *STRONG* ENOUGH... TO TAKE MY *TIME* DOING IT.

YOU FEEBLE-MINDED *FOOL!* CAN'T YOU SEE HE'S *GOADING* YOU?

HE'S MAKING YOU *WASTE* YOUR STRENGTH... HE'S *CONFUSING* YOU.

BUT *I'LL* DRUM SOME *SENSE* INTO YOUR THICK SKULL... WITH A PRESS OF THIS *BUTTON!*

NO, RALEIGH... *NO!*

HE'S TOO *EXCITED* NOW. THE ARTIFICIAL *CIRCUITS* I INSTALLED CAN'T TAKE AN *OVER-LOAD.*

DON'T *DO* IT, MAN. *DON'T!*

CLICK!

RAKK

SKRAK

RALEIGH *DID* IT. *NOW* WHAT?

MY PLAN WAS *PERFECT!* I HAD USED *ADVERTISING*... *TV*..*PUBLICATIONS*... TO PROJECT AN *IMAGE* OF MYSELF AS A CRUSADING REFORMER.

THEN, TO GAIN THE PUBLIC'S *SYMPATHY*, I PRETENDED THE *UNDERWORLD* WAS OUT TO DESTROY ME.

RALEIGH... *STOP!* YOU DON'T KNOW WHAT YOU'RE *DOING*...

CLICK!

CLICK CLICK

THE ELECTION IS AS GOOD AS *WON*... UNLESS *SPIDER-MAN* EXPOSES ME.

YOU MUST *DESTROY* HIM... *NOW!* YOU *MUST*.. YOU *MUST*..YOU *MUST!*

YOU'LL MAKE HIM KILL US *ALL!*

HOW *ABOUT* THAT? RALEIGH IS SO CONSUMED WITH *HATRED*, AND A LUST FOR *POWER*, THAT HE *HIMSELF* HAS CRACKED.

I'M NOT SURE *WHAT* HE'S DOING TO MY OVER-GROWN SPARRING PARTNER...

BUT IT *LOOKS* AS THOUGH IT'S SHAKING HIM OUT OF HIS *TREE*.

AND THEN, AT LAST, DEEP WITHIN THE TORTURED, BESTIAL, HALF-DEMENTED BRAIN, SOMETHING SUDDENLY *SNAPS*...

ARGGH

THE MINI-CONTROL *SHORTED!* THE *CURRENT* IS OFF.

IT ISN'T *FUNCTIONING*. IT'S *DEAD!*

YOU TRIED TO *HURT* ME...TO MAKE ME YOUR *SLAVE*.

BUT *NOW*...YOU'LL NEVER HURT ME *AGAIN*.

NO! I'M RALEIGH... I'M YOUR *FRIEND*.

WHEN I'M ELECTED...I'LL MAKE YOU *RICH*. *RICH!*

RALEIGH... *RUN!* YOU CAN'T *REASON* WITH HIM NOW.

I *TRIED* TO WARN YOU... BUT YOU WOULDN'T *LISTEN*. AND NOW IT'S TOO *LATE*.

YOUR INSATIABLE LUST FOR *POWER*...HAS *DESTROYED* US.

RUN, BEFORE HE GETS HIS *HANDS* ON YOU.

IF WE CAN MAKE IT...THRU THE SECRET *EMERGENCY CORRIDOR*... WE MAY *YET* ESCAPE.

IT'S *NO USE*. HE'S RAVING LIKE A *MADMAN*... HE'S *ROOTED* TO THE SPOT.

RALEIGH... IN THE NAME OF HEAVEN, MAN---*MOVE!*

CLICK CLICK CLICK CLICK CLICK

NO! NO! I WON'T *RUN* WITH MY TAIL BETWEEN MY LEGS...LIKE A FRIGHTENED *JACKAL*.

I'M *RICHARD RALEIGH*... I'M A MAN OF *DESTINY*. THE PEOPLE *NEED* ME ---TO *RULE* THEM--- TO *THINK* FOR THEM--- TO *COMMAND* THEM.

DEFEAT IS FOR *OTHER* MEN. BUT I WAS BORN TO *RULE*... *RULE*... *RULE!*

BLECCH!

THE *EMERGENCY CORRIDOR*... IT'S *COLLAPSING!*

THE MONSTER'S *BLOW*... CAUSED THE CEILING AND WALLS... TO *CRUMBLE.* THE PASSAGE IS... COMPLETELY *SEALED!*

HELP ME, RALEIGH! I'M *TRAPPED* IN HERE... *TRAPPED!*

RALEIGH! RALEIGH! DON'T LET ME *DIE*...

RALEEEIGHHH!

BUT ALAS, THERE IS PRECIOUS *LITTLE* THAT RICHARD RALEIGH CAN DO FOR *ANYONE* ANY LONGER. AND, AS THE ANGUISHED CRIES OF DR. THAXTON FADE INTO OBLIVION ...

NOW, ONLY *SPIDER-MAN* IS LEFT.

ONCE *YOU* ARE DESTROYED, I'LL BE MY *OWN* MASTER.

I'LL START A *CRIME RAMPAGE* THAT'LL MAKE *RALEIGH* LOOK LIKE A NOWHERE *PIKER.*

IN A *PIG'S EYE* YOU WILL, BIG MAN.

THIS IS WHERE WE SEPARATE THE *MEN* FROM THE *BOYS.*

HE'S *TENSING*... ABOUT TO *LUNGE.*

I'VE GOT TO *TIME* THIS PERFECTLY.

HAH! ONCE I GET *HOLD* OF YOU, I'LL...

WHA..??

HOW'D YOU GET *AWAY?*

WITH THE GREATEST OF *EASE,* MORTIMER.

NO SELF-RESPECTING *SPIDER-MAN* WOULD FALL FOR AN ATTACK LIKE *THAT.*

KAM

MEANWHILE, AT THE HECTIC, HARRASSED, AND SOMEWHAT HYSTERICAL EDITORIAL OFFICE OF *J. JONAH JAMESON*...

WHAT? HE WAS LAST SEEN HEADING ACROSS TOWN TOWARDS *RALEIGH'S* HOUSE?

DON'T KEEP *MUMBLING,* MAN. GET MY *CAR.* I MEAN *NOW.*

THIS'LL BE THE STORY OF THE *CENTURY.*

...AND *I* WANT IT *FIRST.*

WHAT'S UP, JJ?

I THOUGHT I HEARD YOU BELLOW.

GRAB YOUR COAT, ROBBIE.

THE MAN-MONSTER'S HEADING FOR RALEIGH.

AND SPIDER-MAN WAS SEEN IN THE AREA.

THIS TIME WE'LL GET THE GOODS ON THAT COSTUMED CLOWN.

BUT, IF HE'S OUT TO GET SPIDEY, JOLLY JONAH WILL HAVE TO WAIT IN LINE...

I CAN'T KEEP DODGING HIM. FOREVER.

EVERYONE'S GOT A WEAK SPOT. IF ONLY I KNEW HIS.

SAY! WAIT A MINUTE. MAYBE I DO.

WHOOM!

STAY BACK, HERMAN

CAN'T YOU SEE I'M TRYING TO THINK?

THAK!

PTIAK!

WHAT'S HE MADE OF, ANYWAY?

THAT BLOW WOULD HAVE DEMOLISHED ANYONE ELSE.

BUT HE TOOK IT RIGHT IN STRIDE!

HE'S COMING AT ME AGAIN...

BUT NOW I'VE GOT THE ANSWER.

SINCE RALEIGH SEEMED TO CONTROL HIM *ELECTRONICALLY*...

SOMETHING MUST BE *IMPLANTED* ...NEAR HIS *BRAIN*.

NOW, ALL I'VE GOT TO DO IS *FIND* IT... AND *PULVERIZE* IT.

YEAH. THAT'S *ALL*.

GO *AHEAD*... KEEP *WASTING* YOUR STRENGTH.

SEE HOW MUCH *GOOD* IT'LL DO YOU.

GLAD YOU *ASKED*, BRIGHT EYES.

IT'S JUST WHAT I HAD IN *MIND*.

HE'S *RIGHT*. I *AM* GETTING TIRED...SO I CAN'T WAIT ANY *LONGER*.

IF I'M *EVER* GONNA FIND HIS ONE *VULNERABLE* SPOT...IT HAS TO BE *NOW*.

=*UNHHH!*=

SO, HERE GOES *NOTHING*...

GERONIMO!

OFF!

HAW! YOU THOUGHT... YOU COULD STOP *ME*... WITH ONE CRUMMY, SIDE-HAND SMASH...

WELL, THE NOTION *DID* KINDA GRAB ME.

I GAVE IT EVERY-THING I *HAD*.

IF I GUESSED WRONG...THERE'S *NOTHING* THAT'LL STOP HIM *NOW*.

BUT... I DIDN'T... GUESS WRONG.

IT'S OVER AT LAST.

HE'S DONE FOR.

:UH-OH.: SIRENS.

THE POLICE DIDN'T WASTE ANY TIME GETTING HERE.

BUT, NO MATTER HOW I TRY TO EXPLAIN ... I'M SURE TO BE THE FALL GUY, AS USUAL.

SO THIS IS WHERE I CUT OUT.

THERE'S JONAH POINTING AT ME.

NOW IT'S A CINCH THE STORY'LL READ: "SPIDER-MAN KILLS RALEIGH AND FLEES SCENE OF CRIME".

AND, AS THE SEEMINGLY CYNICAL WEB-SLINGER SWINGS AWAY INTO THE ALL-CONCEALING NIGHT...

LOOK... THERE AMONG ALL THE DEBRIS... IT'S THE *GIANT.*

HE SEEMS TO BE... *DEAD.*

HE AND *SPIDER-MAN* MUST HAVE ATTACKED *RALEIGH...*

BUT ONLY *ONE* OF THEM ESCAPED.

BY THE WAY... WHERE *IS* RALEIGH?

SOMEBODY GIVE ME A HAND WITH THIS *RUBBLE!*

I THINK I FOUND... A *BODY.*

IT'S *RALEIGH.*

HE MUST HAVE FOUGHT *GALLANTLY...* BUT HE DIDN'T HAVE A *CHANCE.*

EVEN IN *DEATH,* HIS *HONESTY...* HIS *FEARLESSNESS...* SHINE OUT LIKE A *BEACON.*

HIS LIFE WILL BE AN *INSPIRATION...* TO US *ALL.*

I FEEL *SORRY* FOR THE MAN... BUT AREN'T YOU GOING *OVER-BOARD,* JJ?

WHAT DO WE *REALLY* KNOW ABOUT HIM?

SPIDER-MAN HATED HIM... AND THAT'S GOOD ENOUGH FOR *ME!*

I'M GOING BACK TO WRITE THE GREATEST *EDITORIAL* OF MY CAREER...

I'LL MAKE THE WORLD *ASHAMED* THAT RALEIGH IS DEAD... WHILE *SPIDER-MAN* ROAMS FREE.

THE END?

...ONLY TILL NEXT ISSUE.

"IN THE BEGINNING..."

FOR YE WHO BE NEW TO THE HALLOWED RANKS OF *SPIDERDOM*, WE DO HEREBY RECREATE, IN ALL ITS BRAIN-BLASTING GLORY--

THE MANY SPLENDORED

ORIGIN OF SPIDEY!

(NEWLY UPDATED, 'NATCH!)

--ASHES TO ASHES, AND DUST TO DUST--

IT'S *OVER!* UNCLE BEN IS DEAD-- AND BURIED!

AND IT WAS *I* WHO KILLED HIM!

COMPULSIVELY CREATED AND RELENTLESSLY RETOLD, BY: *OUR GRANDILOQUENT GURU,*

STAN *THE MAN* LEE

PASSIONATELY PENCILLED BY: LAUGHIN'

LARRY LIEBER

EXOTICALLY EMBELLISHED BY: WILD

BILL EVERETT

LOVINGLY LETTERED BY: ADORABLE

ARTIE SIMEK

AND NOW, PREPARE FOR *WONDERMENT* SUCH AS THOU HAST NEVER KNOWN--

SLOWLY, FALTERINGLY, THE GUILT-RIDDEN *PETER PARKER* AND HIS GRIEVING *AUNT MAY* SILENTLY LEAVE THE BURIAL SITE--UNITED BY A GROWING BOND OF SORROW...

IF I HADN'T *FAILED* HIM--HE MIGHT STILL--BE *ALIVE* TODAY!

HOW CAN I *LIVE* WITH THIS--FOR THE REST OF MY LIFE?

IF ONLY--IT HAD NEVER *HAPPENED!*

IF ONLY I COULD *FORGET*--THAT FATEFUL DAY--IN THE SCHOOL SCIENCE LAB...

BUT NEITHER *PETER PARKER*--NOR *WE*--SHALL EVER BANISH FROM OUR MEMORY THE STRANGE EVENTS WHICH ARE ABOUT TO UNFOLD! THE EVENTS WHICH *LED* TO THE DEATH OF *BEN PARKER*--AND TO THE SUDDEN, STARTLING *BIRTH* OF THE AMAZING *SPIDER-MAN*--

THE OTHER KIDS *TAUNT* ME--CALL ME A *BOOKWORM!*

BUT I DON'T CARE!

SOME DAY THEY'LL BE *SORRY* THAT THEY LAUGHED AT ME!

NOW WE'LL DEMONSTRATE HOW *RADIO-ACTIVITY* IS CONTROLLED IN THE LAB--

AS THE DRAMATIC EXPERIMENT BEGINS, AN UNSEEN *SPIDER* ASSUMES A BRIEF, STARRING ROLE IN THE DRAMA WE CALL *LIFE*--AS IT ABSORBS A FANTASTIC AMOUNT OF *RADIO-ACTIVITY!*

AND THEN--

SOME-THING *BIT* ME!

A SPLIT-SECOND LATER, ALL LIFE HAS EBBED FROM THE STILL-GLOWING ARACHNID'S BODY--BUT, IT HAD LIVED LONG ENOUGH TO AFFECT THE COUNT-LESS *CORPUSCLES* IN THE BLOOD STREAM OF PETER PARKER--

IT WAS JUST --A SPIDER!

BUT--WHY DO I FEEL--SO *STRANGE* --SO *DIFFERENT*--?

MINUTES LATER--

CAN'T SHAKE THIS FEELING...AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC *ENERGY!*

CAN JUST ONE *SPIDER BITE* DO THAT?

RACING FORM

I WONDER--IF THE *RADIOACTIVITY* IN THE LAB--MIGHT HAVE HAD SOME-THING TO DO--

NAH! THAT'S JUST TOO *FAR-FETCHED!*

HEY! LOOK *OUT,* MAC!

THIS'LL TEACH YA TO WATCH WHERE YER WALKIN', YA FOUR-EYED FOUL-UP!

THOK!

I--I HARDLY *FELT* IT!

ALTHOUGH CERTAIN THAT HE'S HOPELESSLY OUT-CLASSED, THE EMBATTLED YOUTH STRIKES *BACK--*

KRAK!

--*ONLY* TO MISS HIS TARGET BY *INCHES,* DUE TO THE UNEXPECTED *STRENGTH* AND *SPEED* OF HIS LIGHTNING-SWIFT RETURN BLOW!

NOW WHAT'S GOIN' ON?

MY *REFLEX ACTION* WORKED SO *FAST,* I COULD HARDLY *CONTROL* IT!

AND THAT STEEL LAMPPOST--I SNAPPED IT IN TWO--WITH *ONE* PUNCH!

=WHA--?=

LET'S GET *OUTTA* HERE, PAL!

THAT CAT'S A *TIGER!*

SOMETHING *HAS* HAPPENED TO ME! I *HAVE* CHANGED!

BUT *HOW--WHY?*

SO WRAPPED IN HIS OWN PUZZLED THOUGHTS IS HE, THAT PETER HARDLY HEARS THE *AUTO* WHICH NARROWLY MISSES HIM, AS HE UNTHINKINGLY LEAPS TO SAFETY! BUT, *WHAT* A LEAP IT IS!

THAT *CAR*--DOESN'T *SEE* ME!

HAVE TO LEAP ASIDE--BUT *FAST!*

WHAT'S COME OVER ME? AM I--GOING MAD?

I-I'M SCALING THIS WALL--

JUST AS EASILY --AS I CAN WALK!

MY FINGERS ALONE ARE ADHERING-- SUPPORTING ME!

I'M LIKE SOME SORT OF GIANT INSECT--

LIKE A WALL-CRAWLING, HUMAN SPIDER!

IT'S EITHER A CRAZY, PSYCHEDELIC DREAM--

OR, THERE'S ONLY ONE OTHER POSSIBLE ANSWER--

IT'S THE SPIDER--THE ONE THAT BIT ME!

SOMEHOW--BEING IN THE LAB DURING THE EXPERIMENT-- HE MUST HAVE BECOME RADIO-ACTIVE--

AND, WHEN HIS VENOM REACHED MY BLOOD STREAM--

IT AFFECTED ME!

IN SOME STRANGE, UNCANNY WAY --I'VE ABSORBED THE PROPORTION-ATE POWER AND ABILITIES OF-- A LIVING SPIDER!

ALMOST UNABLE TO CONTAIN THE EXCITEMENT WELLING WITHIN HIS BREAST, THE INCREDULOUS HIGH SCHOOL SCIENCE MAJOR RUSHES TO HIS MAKESHIFT LAB, AT THE HOME OF HIS AUNT AND UNCLE--

I'VE GOT TO TEST MYSELF--

GOT TO LEARN THE FULL EXTENT OF MY NEW-FOUND POWER!

PERHAPS I CAN CASH IN ON IT IN SOME WAY!

IF I COULD GIVE EXHIBITIONS--BECOME A PROFESSIONAL STUNT MAN, OR SOME SUCH THING--

THEN I COULD FINALLY PAY AUNT MAY AND UNCLE BEN BACK--FOR THE YEARS THEY'VE DEVOTED TO ME-- FOR RAISING ME, AFTER THE DEATH OF MY PARENTS!

IS PETER STUDYING AGAIN, MAY?

YES, BEN!

THE DEAR BOY IS SO INDUSTRIOUS!

IN THE FRANTIC DAYS THAT FOLLOW, THE INGENIOUS YOUTH CREATES HIS NOW-LEGENDARY ***WEB-SHOOTER***--

IT WORKS LIKE A ***CHARM!*** TWO PRESSES OF THIS SIMPLE DOOHICKEY, AND ***ZOWIE!***

WITH MY NEW-FOUND ***SPIDER POWER,*** I CAN CONTROL IT LIKE A ***SHARPSHOOTER!***

AND I'LL KEEP ***MODIFYING*** THE FLUID TILL IT'S JUST THE RIGHT ***CONSISTENCY!***

BUT NOW, I NEED ONE THING MORE--

--A ***COSTUME!***

IF I'M GONNA GET INTO ***SHOW BIZ,*** I MIGHT AS WELL ***LOOK*** THE PART!

BOY! I NEVER KNEW ***SEWING*** WAS SO HARD!

--THOUGHT I'D ***NEVER*** FINISH IT!

ANYWAY, SINCE I HAVE THE ***POWERS*** OF A SPIDER--

I MIGHT AS WELL ***CALL*** MYSELF--

SPIDER-MAN!

LOOKS PRETTY GOOD, IF I ***DO*** SAY SO MYSELF!

OKAY, WORLD--BETTER HANG ONTO YOUR HAT!

YOU'RE ABOUT TO MEET THE ORIGINAL ***WEB-SWINGING WONDER!***

ACTUALLY, THE "FLOWERING OF SPIDER-MAN" HAPPENED A BIT **SLOWER** THAN THIS, BUT FORGIVE US, FAITHFUL ONE--WE'VE ONLY A FEW PAGES LEFT! AND NOW, BACK TO OUR BOY--

MY FIRST STOP WILL BE THE NEAREST **TV STUDIO!**

I'VE JUST **GOT** TO BE THE ANSWER TO **ED SULLIVAN'S** PRAYERS!

OR MAYBE I SHOULD TRY THE **CIRCUS** FIRST!

AW, IT DOESN'T MATTER--AS LONG AS THE **PAY-OFF** IS THERE!

NOW TO MAKE A REAL **DRAMATIC ENTRANCE--**

HEY! SOMEONE'S **UPSTAGING** ME!

STOP, THIEF! STOP, THIEF!

YOU--IN THE **COSTUME--GRAB HIM!** IF HE MAKES IT TO THE **ELEVATOR,** HE'LL GET AWAY!

THAT'S **YOUR** PROBLEM... NOT **MINE!**

ALL YOU HAD TO DO WAS **TRIP** HIM--OR **HOLD** HIM--JUST FOR A MINUTE!

SORRY, PAL! I'M **THRU** BEING PUSHED AROUND! FROM NOW ON, I LOOK OUT FOR NUMBER ONE--AND THAT MEANS--**ME!**

WHAT'S **WITH** YOU, MISTER?

FINALLY, COMES AUDITION TIME--

IF YOU CAN DO *HALF* THE THINGS YOU CLAIM, YOU CAN WRITE YOUR OWN TICKET!

JUST *WATCH* ME!

NATURALLY, SPIDEY'S TV DEBUT IS A *SMASH!* AFTER ALL, HOW MANY PERFORMERS *ARE* THERE WITH THE ABILITIES OF A HUMAN SPIDER?

ENOUGH, MISTER! LEAVE 'EM BEGGING FOR MORE!

AS YOU MUST HAVE *GUESSED,* SPIDER-MAN BECOMES A METEORIC OVER-NIGHT SENSATION!

I *STILL* HAVEN'T REVEALED MY *IDENTITY* TO ANYONE!

I GUESS I *SHOULD* TELL AUNT MAY AND--*SAY!!*

WHAT--CAN HAVE--*HAPPENED?*

A *POLICE CAR!* IN FRONT OF OUR *HOUSE!*

POLICE

BUT THEN, AS PETER PARKER RETURNS FROM A PUBLIC APPEARANCE--

BRACE YOURSELF, SON! I HAVE *BAD NEWS!*

YOUR UNCLE BEN HAS BEEN SHOT-- *MURDERED!*

UNCLE BEN-- *DEAD!* NO! *NO!* IT *CAN'T* BE!

IT WAS A *BURGLAR* WHOM YOUR UNCLE SURPRISED!

BUT WE'LL *GET* HIM!

HE'S TRAPPED IN THE OLD *ACME WARE-HOUSE* AT THE WATER-FRONT!

THE NEIGHBORS ARE LOOKING AFTER YOUR *AUNT* NEXT DOOR, AND--*WAIT!*

I'VE GOT TO *GO!* I'VE GOT TO *GET* HIM!

I *KNOW* THE OLD ACME WAREHOUSE! IT'S BEEN DESERTED FOR YEARS!

HE COULD HOLD OFF AN *ARMY* IN THAT MOLDY, ROTTING DUMP!

BUT HE WON'T HOLD OFF--

SPIDER-MAN!

THE WAREHOUSE IS AT THE OTHER SIDE OF TOWN...

BUT I'LL BE THERE IN *NO TIME!*

THERE IT *IS*-- JUST AHEAD!

UNCLE BEN WAS--LIKE A *FATHER* TO ME-- EVEN *MORE* THAN A FATHER!

AND NOW --HE'S *DEAD!*

DEAD--BECAUSE OF THE KILLER *INSIDE!*

IF I CAN JUST HOLD 'EM OFF TILL THE MOON GOES DOWN-- I MIGHT BE ABLE TO SLIP AWAY AND-- WAIT.!!

UP ON THE WALL-- WHO'S THAT.??

YOU'LL FIND OUT SOON ENOUGH...

SURPRISED TO SEE ME, MURDERER?

NOT HALF AS SURPRISED AS YOU'RE GOING TO BE.!

SPLAT!

HEY.! WHA--??

A GUY WHO WALKS ON WALLS--AND SHOOTS A WEB-- LIKE A SPIDER.!

THERE'S NO PLACE ON EARTH YOU CAN RUN--TO ESCAPE ME.!

LEMME OUT OF HERE.!!

THIS IS FOR-- THE MAN YOU KILLED.!

AND NOW, I'LL JUST-- *WAIT!!*

IT'S THE FUGITIVE WHO RAN *PAST* ME THE OTHER DAY!

THE ONE I DIDN'T *STOP*--WHEN I HAD THE CHANCE!

THAT *FACE!* IT--OH *NO!* *NO!* IT JUST-- *CAN'T* BE! BUT--IT *IS*--

IT'S MY FAULT--ALL *MY FAULT!*

IF ONLY--I HAD *TACKLED* HIM--WHEN I HAD THE CHANCE!

BUT, I *DIDN'T*-- SO HE *ESCAPED!* AND NOW--UNCLE BEN IS--*DEAD!*

YES... UNCLE BEN IS DEAD!

AND, IN A SENSE, IT IS REALLY *I* WHO KILLED HIM!

--BECAUSE, I DIDN'T REALIZE IN TIME-- THAT WITH GREAT *POWER*--THERE MUST ALSO ALWAYS BE--GREAT *RESPONSIBILITY!*

BUT, I KNOW IT *NOW*--AND, SO LONG AS I LIVE--*SPIDER-MAN* WILL NEVER SHIRK HIS DUTY AGAIN!

THUS, A *LEGEND* IS BORN--AS A NEW NAME IS ADDED TO THE ROSTER OF THOSE WHO MAKE THE WORLD OF *FANTASY* THE MOST EXCITING REALM OF ALL!

THE END ...OF THE BEGINNING

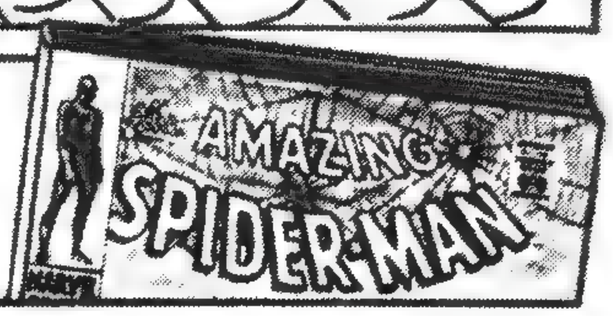
NEXT ISSUE

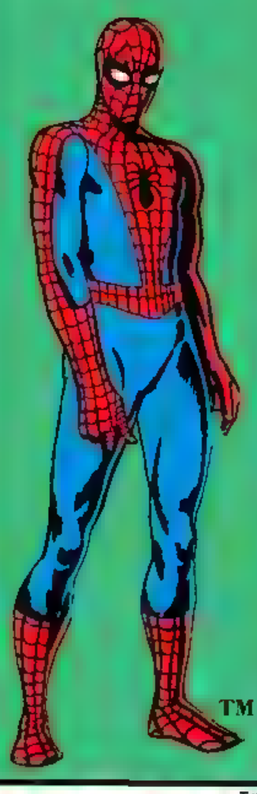
DON'T DARE MISS THE RE-BIRTH OF THE GREEN GOBLIN

ON SALE JULY 9TH

--TILL THEN, KEEP THY WEBS UNTANGLED!

FOLLOW SPIDEY'S SENSATIONAL EXPLOITS IN FULL COLOR EACH MONTH IN THE *AMAZING SPIDER-MAN*... ONLY 12¢, WHEREVER COMIC BOOKS ARE SOLD!





the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

WINGS IN THE NIGHT!

MARVEL™ COMICS GROUP

12¢ IND. | 63 AUG

THE AMAZING SPIDER-MAN!™

WINGS IN THE NIGHT!

VULTURE!
THE DICTIONARY SAYS: "...A BIRD, PERSON, OR CREATURE THAT *STRIKES RUTHLESSLY AND RAVENOUSLY...*" BUT, AS WE SOON SHALL SEE, THERE IS MUCH *MORE* TO IT THAN THAT---!

PEERLESSLY PRODUCED BY:
STAN (THE MAN) LEE and
JOHN (RING-A-DING) ROMITA
AIDED AND ABETTED BY: DON (HERO) HECK
INKING: MICKEY DEMEO ★ LETTERING: SAM ROSEN

NO! YOUR EYES DO NOT DECEIVE YOU! THIS IS INDEED THE ORIGINAL VULTURE... THE MYSTERIOUS WINGED MENACE WHO DIED WHILE IN PRISON, IN ISSUE #48... OR, SO WE THOUGHT..!

I HAVE REMAINED IN HIDING LONG ENOUGH!

IT'S TIME ONCE MORE FOR THE REAL VULTURE TO FLY AGAIN!

NONE BUT I HAVE THE SKILL, AND THE CUNNING, AND THE POWER TO CARRY OUT MY CAREFULLY-LAID PLAN..!

NO ONE CAN SUCCESSFULLY DUPLICATE MY FEATS!

WHEN HE THOUGHT ME DEAD, MY EX-CELLMATE, BLACKIE DRAGO, TRIED TO TAKE MY PLACE!

BUT HE WAS EASILY DEFEATED BY THAT SNIVELLING, SO-CALLED SUPERHERO... SPIDER-MAN!

AND NOW, DRAGO IS IN PRISON... WHILE SPIDER-MAN HAS CROSSED THE VULTURE OFF HIS LIST!

...WHICH WILL PROVE TO BE... THE WEB-SLINGER'S BIGGEST MISTAKE!

AND, SPEAKING OF OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN...

I DON'T MIND A LITTLE RAIN...

BUT IT'S STARTING TO COME DOWN IN BUCKETS!

AND THAT MEANS BIG TROUBLE FOR ME!

JUST WHAT I WAS *AFRAID* OF..!

CAN'T SHOOT MY *WEBBING* IN A DOWNPOUR LIKE *THIS!*

EVEN IF I *COULD*... IT'S NOT *WATER-PROOF*...

IT WON'T *STICK* TO ANYTHING!

FALLING!! GONNA *CRASH* BELOW...!

THAT *LEDGE!* IF I CAN JUST...

NO GOOD! TOO WET AND SLIPPERY!! COULDN'T HOLD ON!

BUT...AT LEAST...IT BROKE MY *FALL*--!

I'M HEADING FOR THE *TERRACE* BELOW! NO TIME TO GET MY *LEGS* UNDER ME..!

HAVE TO BEND MY *HEAD*... LET *SHOULDER* TAKE IMPACT... *UNHH!!*

THUP!

CAN'T MOVE! KNOCKED... THE WIND... OUT OF ME!

BUT... AT LEAST ...I'M ALIVE!

THEN, A FEW SOGGY, RAIN-DRENCHED MOMENTS LATER...

C'MON, SPIDEY... YOU CAN'T STAY HERE ALL *NIGHT!*

LET'S GET A *MOVE* ON, SON!

OH, *BROTHER!* MY SHOULDER FEELS LIKE IT WAS MASSAGED BY THE *HULK!*

THE *PAIN* MUST BE MAKING ME *DELIRIOUS..!*

THOUGHT I SAW... THE *VULTURE..* FLYING BY!

HAVE TO IGNORE THE *ACHE...*

...AND GET ON MY *FEET!*

GOOD THING THAT *COP* DIDN'T SEE ME!

I WOULDN'T HAVE A *CHANCE* TO GET AWAY FROM HIM NOW!

KEEP *WALKING,* MISTER...

I CAN'T *STICK* HERE MUCH LONGER!

MADE IT! BUT, IF THAT *WAS* THE VULTURE I SAW--

NO! IT *CAN'T* BE! THE ORIGINAL VULTURE IS *DEAD!* AND HIS WOULD-BE *IMITATOR* SAFELY BEHIND BARS!

I SURE WOULDN'T WANNA TACKLE *EITHER* OF THEM...*NOW!*

ACCORDING TO THE OLD PROVERB, *IGNORANCE IS BLISS!* BUT, IN THIS PARTICULAR CASE, WHO KNOWS..?

AHH, *THERE'S* WHAT I'M LOOKING FOR...DOWN BELOW!

I SEE THAT IT'S PAST CLOSING TIME!

BUT THAT WON'T AFFECT *ME!*

MUSEUM

HOURS 9:00 A.M. 5:00 TO P.M. WEEKDAYS

RUGS

I'M REAL *FLATTERED* THAT THEY DEEMED MY WINGS, TAKEN FROM *BLACKIE DRAGO,* TO BE WORTHY OF DISPLAY IN A *MUSEUM!*

The **WINGS** of the NOTORIOUS VULTURE

BUT THEY FORGOT TO ASK FOR MY *PERMISSION!*

WHO'S THERE? YOU CAN'T... *UNHH!!*

THE *VULTURE* CAN DO *ANYTHING!*

AND NO ONE BUT *ME* HAS THE RIGHT TO THESE WINGS... SINCE I *CREATED* THEM!

SOON, THE *NEWS* WILL BE OUT---

THE VULTURE LIVES AGAIN!

BUT, BY THEN IT WILL BE... *TOO LATE!*

AS A MATTER OF FACT, OUR HIGH-FLYING *VILLAIN* WOULD PROBABLY FEEL MORE *CONFIDENT* THAN EVER IF HE COULD SEE HIS MOST DEDICATED *ARCH-ENEMY* AT THIS PARTICULAR MOMENT--!

HOME... AT *LAST!* FOR A WHILE THERE... I WAS BEGINNING TO FEAR...I WOULDN'T *MAKE* IT!

LUCKY IT'S SO *LATE...* *HARRY* IS CERTAIN TO BE *ASLEEP!*

I FEEL TOO *BEAT* EVEN TO TAKE OFF MY *COSTUME!*

BUT, I *LOCKED* THE DOOR...

SO I GUESS IT'S SAFE ENOUGH TO HIT THE SACK IN MY *SPIDEY* DUDS!

IF ONLY MY *ARM* WOULD STOP THROBBING!

WOULDN'T YOU *KNOW* IT? TIRED AS I AM...I CAN'T FALL *ASLEEP!*

CAN'T STOP THINKING OF *GWEN*...OF THE *MESS* I MADE OF THINGS...BETWEEN THE *TWO* OF US!

PETER! HOW *COULD* YOU?!!

WHEN WE NEEDED YOU *MOST*...YOU TURNED *AGAINST* US!*

I'LL *NEVER* BE ABLE TO EXPLAIN THIS TO GWEN...WITHOUT REVEALING MY *SECRET IDENTITY!*

AND THAT'S THE *ONE* THING ...I CAN'T *EVER* DO!

*IT ALL HAPPENED JUST A FEW ISSUES AGO, AS IF YOU DIDN'T KNOW! --- *SICK-OF-SUMMARIZING STAN.*

FINALLY, AFTER A FITFUL, PAIN-WRACKED EVENING, PETER PARKER REACHES THE CAMPUS OF *E.S.U.!*

A LOTTA GOOD MY *SPIDEY STRENGTH* IS DOING ME!

...THE PAIN IS AS BAD AS BEFORE!

SAY! THERE'S *PETE!*

PLEASE, HARRY...DON'T, CALL TO HIM!

I'D PREFER NOT TO *SEE* HIM!

LOOK, GWEN...I DON'T *GET* IT! EVERYONE FIGURED YOU AND MY GLOOMY-ROOMIE WERE A REAL *ITEM!* AND NOW...!

LET'S JUST SAY THEY ALL FIGURED *WRONG,* SHALL WE?

IF ONLY HARRY WOULD *LAY OFF!*

HE'S NOT DOING ME ANY *GOOD!*

OKAY, GWEN-- HAVE IT *YOUR* WAY!

SEE YOU IN *CLASS,* PETE!

THEN, AS THE DAY DRAGS ON...

I DON'T KNOW HOW MUCH MORE OF THIS I CAN *TAKE!*

TO BE SO *CLOSE* TO HER...TO *SEE* HER...AND *HEAR* HER...AND YET...!

MR. PARKER... WE'RE STILL WAITING FOR THE ORAL *REPORT* I REQUESTED!

HARRY'S TRYING TO ATTRACT MY ATTENTION... BUT *GWEN* DOESN'T EVEN KNOW I'M *ALIVE!*

IT'S AS THOUGH I NO LONGER *EXIST* TO HER!

PARKER, IF YOU'RE TRYING TO LEAD SOME SORT OF *SILENT STUDENT PROTEST,* I WISH YOU'D LET US *IN* ON IT!

HUH? OH--I.. I'M *SORRY,* DR. WARREN! DID YOU...*SAY* SOMETHING?

I'M ACTING LIKE A *FOOL!* I'VE GOT TO *FORGET* HER...AS SHE'S FORGOTTEN *ME!*

BUT *HOW?* HOW COULD SHE PUT ME OUT OF HER MIND...OUT OF HER *HEART*... SO QUICKLY... SO EASILY?

OH, PETER... IF ONLY YOU HAD *ONE WORD* OF EXPLANATION! I'D BELIEVE *ANYTHING* YOU TELL ME!

NOTHING SEEMS TO *MATTER* ANY MORE... WITHOUT YOU!

SORRY, STALWART ONE...WE'VE GOT TO CHANGE OUR SCENE AGAIN, 'CAUSE IT'S A *MESS* TRYING TO DRAW ON A TEAR-STAINED PAGE! SO, WHAT SAY WE VISIT A PEACEFUL LITTLE *PRISON*... JUST FOR KICKS...

I DON'T CARE *WHAT* YOU HEARD--!

THE VULTURE *CAN'T* STILL BE ALIVE!

WELL, WHY WOULD THEY *LIE* ABOUT IT ON THE *RADIO?*

YOU CAN'T KID *US,* BLACKIE!

YOU'RE JUST *SCARED!*

YOU'RE AFRAID HE MAY NOT *LIKE* THE IDEA OF *YOU* TRYIN' TO TAKE OVER AS THE *NEW* VULTURE!

...'SPECIALLY ON ACCOUNT'A THE WAY YOU *BUNGLED* THE JOB!

YOU'RE OUTTA YOUR *TREE,* MISTER!

BLACKIE DRAGO AIN'T SCARED OF *NOBODY*...LEAST OF ALL A *DEAD* MAN!

AND IF YOU DON'T *CLAM UP*... LIKE RIGHT ABOUT *NOW*...

HEY, *HOLD* IT, YOU GUYS! *LOOK..!!*

IT'S *HIM!* IT'S THE *VULTURE!* HE'S COME BACK TO *LIFE!!*

HOLD IT, DRAGO! STAY WHERE YOU *ARE!* I *WANT* YOU!

NO! IT AIN'T *POSSIBLE!* HE'S *DEAD!* I *KNOW* HE'S DEAD!

PUT YOUR *EYES* BACK IN YOUR HEAD, BLACKIE!! IT'S *ME,* ALL RIGHT!

TAKE THESE *WINGS*... PUT THEM ON... *NOW!* I'M GETTING YOU *OUT* OF HERE!

NO! STAY BACK! KEEP AWAY! I DON'T BELIEVE... IN *GHOSTS!*

YOU WEAK-WITTED *FOOL*... I'M AS ALIVE AS *YOU* ARE!

I'LL EXPLAIN *LATER*... AFTER WE'RE IN THE *CLEAR!*

NOW *PUT THESE ON!!*

SEE HOW I'M HOLDING OFF THE *GUARDS,* BLACKIE?

JUST THINK WHAT I'LL DO TO *YOU*...

IF YOU DON'T *OBEY* ME!

ONCE I GET INTO THESE *WINGS* AGAIN...

I AIN'T SCARED OF *NOBODY* ...NOT EVEN A *GHOST!*

HEY! HOW CAN YOU GET UP SO HIGH... SO FAST?

BECAUSE I AM THE REAL VULTURE... NOT A MERE, UNTALENTED IMITATOR!

FOLLOW ME AS BEST YOU CAN!

I'LL EXPLAIN MY PURPOSE ONCE WE'RE IN THE CLEAR!

WHILE, AT THAT VERY MOMENT...

IT'S NO USE! MY SHOULDER'S TORTURING ME... AND I CAN'T GET GWEN OUT OF MY MIND!

GUESS WHAT, MR. PARKER..?

MIGHT AS WELL NOT EVEN TRY TO STUDY TONIGHT!

WE GOT A LETTER FROM FLASH!

READ IT TO ME, HARR!

HE DOESN'T SPELL IT OUT, BUT READING BETWEEN THE LINES, I'D SAY HE'S HEADING FOR VIET NAM!

THE ARMY'S MATURED HIM, PETE... HE DOESN'T SOUND LIKE THE SAME OLD WISE-GUY!

IT MUST BE A FORGERY!

HE EVEN SENDS YOU HIS BEST REGARDS!

YOU TWO'LL PROBABLY END UP BEST FRIENDS SOMEDAY!

YEAH... ESPECIALLY SINCE I'M OUT OF THE RUNNING WITH GWEN!

Y'KNOW, I'VE BEEN THINKING, HARRY.. I CAN'T KEEP SHARING THIS PAD WITH YOU... AND LETTING YOU FOOT ALL THE RENT!

HOW COME? I'M NOT COMPLAINING!

IT JUST DOESN'T SEEM RIGHT!

BUT IT'S NOT COSTING *ME* ANYTHING, EITHER! YOU KNOW MY *DAD* PAYS THE BILLS!

AND EVEN THOUGH YOU'RE ALWAYS IN A *JAM*, YOU'RE BETTER THAN *NO* COMPANY AT ALL!

ANYWAY, I ALWAYS MANAGE TO BEAT YOU TO THE *SHOWER!* *THAT'S* WORTH *SOMETHING!*

BUT, I *STILL* THINK...

FORGET IT, SON...

JUST REMEMBER ME IN YOUR *WILL!*

MY *WILL!* IF HE ONLY *KNEW* HOW CLOSE I'VE BEEN TO *DEATH* THESE PAST FEW YEARS!

IF ONLY THERE WERE *SOMEONE* I COULD REALLY *CONFIDE* IN---SOMEONE TO *SHARE* MY SECRET!

HARRY'S TOO *YOUNG*...TOO *OUT-GOING!*

HOW CAN I BURDEN *HIM* WITH SUCH A RESPONSIBILITY?

NO! I DON'T DARE TELL *ANYONE!* IF IT EVER LEAKED *OUT*...IF *AUNT MAY* EVER SUSPECTED... THE SHOCK WOULD *KILL* HER!

I WONDER... IF *GWEN* IS HOME YET?

WHAT HARM CAN THERE *BE* IN ANOTHER TRY?

SORRY, PETER... SHE'S *OUT* TONIGHT...ON A *DATE*, I SUPPOSE!

BUT I'M *GLAD* YOU CALLED, SON! I'VE BEEN *WANTING* TO SPEAK TO YOU!

I WONDER IF YOU'D HAVE *LUNCH* WITH ME TOMORROW?

YOU *WILL?* GOOD! SEE YOU THEN!

CAPTAIN STACY HAS MADE A *HOBBY* OF STUDYING *SPIDER-MAN!*

HAS HE FINALLY... *LEARNED* SOMETHING??

WHY WOULD HE ASK ME TO *LUNCH*, UNLESS...?

KNOCK! *KNOCK!*

UH OH! WHO CAN *THAT* BE AT THIS HOUR?

PARKER! LET ME *IN!* I WANT TO SEE *HARRY!*

MR. OSBORN! IS...ANYTHING *WRONG*, SIR?

OF *COURSE* NOT! CAN'T I VISIT MY OWN *SON*, IF I WANT TO?

I'VE NEVER SEEN HIM SO *DISTRAUGHT!* HE HARDLY LOOKS LIKE THE *SAME* MAN!

WHY DOES MY MIND RETURN TO THE *GREEN GOBLIN* WHENEVER I SEE *PARKER?*

LET ME *IN!* I'M NOT ACCUSTOMED TO *WAITING!*

SURE, MR. OSBORN! MAYBE YOU'D BETTER SIT DOWN FOR A WHILE!

THE ONE THING... I NEVER COUNTED ON!

WHAT IF HIS PAST MEMORY IS RETURNING? WHAT IF HE'S STARTING TO RECALL... THAT HE HIMSELF HAD BEEN... THE GREEN GOBLIN!??*

WHY DO THESE IMAGES KEEP HAUNTING ME?

WHAT DOES IT MEAN? AM I... GOING MAD?

*THIS IS JUST OUR WILY WAY OF BRINGING YOU UP-TO-DATE IF YOU WERE CARELESS ENOUGH TO HAVE MISSED ISHES #39 AND #40! ...STEADFAST STAN.

HARRY! YOU'D BETTER COME OUT HERE! IT'S YOUR DAD! I THINK... SOMETHING'S WRONG!

DAD? WHAT IS IT? WHAT HAPPENED?

I DON'T KNOW, SON! IT SEEMS TO BE PASSING NOW!

I FELT SO STRANGE... SO CONFUSED! I KEPT SEEING THOSE FACES... OVER AND OVER AGAIN... LIKE AN UNENDING NIGHTMARE!

YOU'VE BEEN WORKING TOO HARD!

YOU NEED A REST... AND I'LL SEE TO IT THAT YOU GET ONE!

AFTER YOU'VE RESTED UP A BIT HERE... I'M TAKING YOU HOME... AND I'LL STAY WITH YOU... TILL YOU'RE YOURSELF AGAIN!

HE WAS THE ONLY LIVING MAN WHO KNEW THAT PETER PARKER IS REALLY SPIDER-MAN!

IF... HE EVER BECAME THE GREEN GOBLIN AGAIN...

WHAT WOULD I DO??

BUT, SINCE WE CAN'T ANSWER THAT AT THIS MOMENT, LET'S SWITCH BACK TO OUR WINGED WUNDERKINDEN--

OKAY, PAL... WE'VE GONE FAR ENUFF!

NOW YOU'VE GOT A MESS OF EXPLAININ' TO DO!

YOU WON'T HAVE LONG TO WAIT, BLACKIE!

LET'S GLIDE DOWN TO THIS ROOF BELOW!

DRINK

THINK

YOU MUSTA *NEEDED* ME REAL BAD TO HELP ME BREAK *OUT* LIKE YA DID!

NEEDED YOU? YOU BLOCKHEADED *FOOL*, YOU'VE GOT IT ALL *WRONG!*

SO THAT MAKES *ME* TOP DOG AROUND HERE NOW!

AWRIGHT... NEVER MIND *THAT*...

I WANNA KNOW HOW COME YOU'RE STILL *ALIVE!*

THINK *BACK*, BLACKIE! BACK TO THAT DAY IN PRISON WHEN WE THOUGHT I WAS *DYING*... AND I TOLD YOU WHERE I HAD HIDDEN MY *WINGS*...!

I *TRUSTED* YOU...THOUGHT YOU WERE MY *FRIEND!*

"BUT THEN...ONCE YOU KNEW MY *SECRET*...I SAW YOU FOR WHAT YOU REALLY *WERE!* I REALIZED HOW YOU HAD *DUPED* ME!"

"IT WAS *THEN* THAT MY *WILL TO LIVE* GREW STRONGER THAN MY ILLNESS! I KNEW I *HAD* TO RECOVER...I *HAD* TO HAVE...MY *REVENGE!!*"

"*YOU* WERE SO BUSY TRYING TO STEAL MY HIDDEN *WINGS* THAT YOU NEVER LEARNED WHAT HAPPENED NEXT! YOU NEVER KNEW THAT I MADE MY MOVE DURING THE *CONFUSION* CAUSED BY YOUR OWN ESCAPE!"

"IT WASN'T HARD TO START A *FIRE* IN THE HOSPITAL SUPPLY ROOM, AND TO *SLIP OUT* IN THE UNIFORM OF THE GUARD I HAD OVERPOWERED--!

"ANYONE SEEING ME LEAVE THE AREA WOULD HAVE THOUGHT I WAS SIMPLY JOINING THE SEARCH FOR *YOU!*"

"AND SO I *ESCAPED* TO NURSE MYSELF BACK TO HEALTH... AND LAY MY FUTURE *PLANS...!*"

"EVENTUALLY, MY STRENGTH *RETURNED*, AS I CREATED *ANOTHER* PAIR OF VULTURE WINGS!"

DAILY BUGLE

NEW VULTURE BEATS SPIDER-MAN!

CAPTIVE FIND THEY

"AND ALL THE WHILE *YOU* WERE LIVING IN A *FOOL'S PARADISE*, UNTIL..."

...UNTIL *NOW*... WHEN I AM *STRONGER*... FAR *DEADLIER* THAN EVER BEFORE!

YOU DON'T SCARE *ME*, MISTER! REMEMBER... *I'M* THE ONE WHO LICKED *SPIDER-MAN!*

ONLY *TEMPORARILY!*

HAVE YOU FORGOTTEN THAT IT WAS *HE* WHO HAD THE LAST LAUGH?

NUTS! IT WAS JUST AN *ACCIDENT!*

I'D HAVE *PULVERIZED* 'IM THE *NEXT* TIME WE FOUGHT... IF THAT CRUMB-BUM *KRAVEN* HADN'T BUTTED IN!*

*SPIDEY #49, RIGHT? WE *THINK* SO! ...SPUNKY STAN.

"THAT ROTTEN WEB-HEAD ONLY WON BY A *FLUKE*... WHEN KRAVEN *MISSED* 'IM AND BELTED *ME* INSTEAD!"

"BUT NOBODY'S EVER MAKIN' A *FALL GUY* OF BLACKIE DRAGO AGAIN... *NOBODY!*"

IF YA GOT ME OUTTA STIR SO THAT WE CAN *TEAM UP*, I'M PUTTIN' YA ON NOTICE RIGHT *NOW*...

YOU'RE TAKIN' ORDERS FROM *ME! I'M* GONNA BE THE *BOSS!*

DRAGO, YOU'RE A BIGGER FOOL *NOW* THAN YOU *EVER* WERE...

YOU THINK I DID ALL THIS BECAUSE I NEEDED A *PARTNER?*

WELL, I *DO* NEED YOU, BUT FOR AN ENTIRELY *DIFFERENT* PURPOSE!

I NEED YOU IN ORDER TO SHOW THE ENTIRE *WORLD*... WHICH ONE OF US IS THE *REAL* VULTURE...

ONLY BY DEFEATING *YOU*... THOROUGHLY AND COMPLETELY.. CAN I AGAIN REGAIN MY *RIGHTFUL PLACE* IN THE HIERARCHY OF *CRIME!*

FTOK!

ON YOUR FEET, YOU BRAINLESS BUNGLER!! GET UP AND *FIGHT!*

I'LL SHOW YOU WHICH OF US IS *REALLY* THE VULTURE...

AND IT'LL BE THE *LAST* LESSON YOU'LL EVER LEARN!

USE YOUR STOLEN WINGS AGAINST *ME,* DRAGO... IF YOU *DARE!*

YOU'RE THE BRAINLESS FOOL...NOT ME!

I'M YOUNGER AND STRONGER...AND FASTER THAN YOU!

AN OLD RELIC LIKE YOU DOESN'T EVEN STAND A CHANCE AGAINST ME!

THAT'S WHAT THEY ALL THOUGHT...ALL MY FORMER ENEMIES...

BEFORE I BEAT THEM ONE BY ONE!

OKAY, I'LL ADMIT YOU GOT PLENTY OF SAVVY... AND YOU'RE STRONGER THAN YA LOOK!

BUT BLACKIE DRAGO DON'T TAKE A BACK SEAT TO NO ONE!

AT THAT MOMENT, IN THE STREET BELOW...

DAILY BUG

LOOK! UP IN THE SKY! RIGHT ABOVE THE ROOFTOPS..!

IT LOOKS LIKE...MEN... WITH WINGS! THEY'RE FIGHTING!

CAN'T STOP WORRYING ABOUT HARRY'S DAD!

WHAT'S THAT? MEN WITH WINGS.. FIGHTING??

IT'S...THE *TWO VULTURES!!*

DRAGO MUST HAVE BROKEN OUT OF *JAIL!*

BUT...I THOUGHT... THE *ORIGINAL* VULTURE WAS... *DEAD?!!*

WELL, MAYBE IF I'M *LUCKY*, THEY'LL POLISH EACH OTHER OFF!

I WOULDN'T BE MUCH GOOD AGAINST *ANY-ONE* WITH THIS *SHOULDER* OF MINE!

I MIGHT AS WELL SEE IF *JAMESON* WANTS... *UH OH!* THERE HE *IS!*

PARKER! IT'S ABOUT *TIME* YOU SHOWED UP!

WE'VE GOT THE *PICTURE SCOOP* OF THE YEAR--- AND ALL MY PHOTOGS ARE *OUT* ON ASSIGNMENTS!

DON'T JUST *STAND* THERE, KID!

WE'VE GOT TO REACH THE *ROOF*...ON THE *DOUBLE!* THAT'S WHERE IT'S *HAPPENING!*

I NEVER THOUGHT I'D BE SO *GLAD* TO SEE THAT INSIPID-LOOKING *FACE* OF YOURS!

THANKS A *LOT!*

SKIP THE *SARCASM!* KEEP *MOVING!*

THERE THEY *ARE*... THE TWO *VULTURES*--- *FIGHTING* EACH OTHER!

IF YOU DIDN'T BRING YOUR *CAMERA*--- I'LL *ANNIHI-LATE* YOU!

YOU NEVER SHOULD'A COME *BACK*, GRAMPA!

IT WAS YOUR BIGGEST *MISTAKE!*

I BROUGHT IT... I BROUGHT IT!

BUGLE

HURRY! SNAP THEM! SNAP THEM BEFORE THEY FLY AWAY!

CAN'T LET HIM SEE THAT MY CAMERA'S ATTACHED TO MY HIDDEN SPIDEY BELT!

OKAY, JJ! YOU CAN SIMMER DOWN NOW! THESE SHOTS'LL BE GREAT!

WHAT'LL YOU PAY ME FOR THEM?

PAY YOU? YOU SHOULD PAY ME! WHO BROUGHT YOU UP HERE?

HAVEN'T CHANGED A BIT, EH?

YOU'RE STILL ALL HEART!

WELL, WE CAN HASSLE ABOUT THAT LATER, WHEN... HEY!

THEY'RE GETTING TOO CLOSE TO THAT BUILDING! THERE'S A LITTLE KID ON THE TERRACE ...AND HE'S SCARED!

KEEP SNAPPING, PARKER!

YOU'RE MISSING THE BEST PART!

NOW DO YOU REALIZE I'VE JUST BEEN TOYING WITH YOU? YOU MISSED ME BY A MILE THAT TIME!

MOMMY! MOMMY! HURRY...I'M FRIGHTENED!

LY BUGLE

THE VULTURE THREW BLACKIE OFF-BALANCE!

HE'S MAKING HIM HURTLE RIGHT INTO THE BUILDING!

THIS IS ONLY THE BEGINNING, BLACKIE!

THERE'S MORE TO COME!

STILL THINK THE POOR OLD VULTURE DOESN'T STAND A CHANCE AGAINST YOU?

CRASH!

AND NOW, I'LL SWOOP IN FOR THE KILL!

PARKER! LOOK AT THE KID--!

HE'S HOLDING ON FOR DEAR LIFE ON THAT BROKEN TERR-- PARKER!! WHERE ARE YOU??

THE GREATEST NEWS PICTURES OF THE YEAR... AND THAT SPINELESS MILKSOP CHICKENED OUT!

SURE, JJ... JUST GO ON THINKING THAT!

IT'LL KEEP YOU FROM REALIZING WHAT I'M REALLY DOING!

I'M BIGGER THAN HE IS... STRONGER!! HE CAN'T BEAT ME!

HELP...SOMEBODY!! I--I'M FRIGHTENED!

HAVEN'T LEARNED YOUR LESSON YET, BLACKIE!

DON'T WORRY! YOU WILL!

MOMMY! MOMMY! HELP ME..!! I'M GOING TO FALL!!

I DON'T GET IT! I HIT YA WITH EVERYTHING I GOT--!

WHAT KEEPS YA GOING?

NOBODY EVER BELIEVES HOW STRONG I AM!

THAT'S WHAT ALWAYS GIVES ME THE ADVANTAGE!

AND NOW, DRAGO... YOUR TIME HAS COME!

THIS IS THE FINISH!

HERE, OVER THE CITY... IN FULL VIEW OF COUNTLESS THOUSANDS--

THE WORLD ONCE AGAIN WILL REALIZE THE VULTURE'S POWER!

WHA--? DOWN BELOW... WHO'S THAT?

HANG ON, BOY... HANG ON!

GOT YOU!

THOSE ROTTEN KILLERS! THEY DON'T CARE WHAT HAPPENS TO ANY INNOCENT BYSTANDERS!

IT'S MY OLD ARCH-ENEMY...

SPIDER-MAN!

MY DARLING... YOU'RE SAFE! YOU'RE *SAFE!*

THAT MAN *SAVED* ME, MOMMY!

BUT WHAT WILL THE *BAD* MAN DO TO HIM *NOW?*

IT'S THE GREATEST SCOOP OF THE *CENTURY*...AND I'M SITTING RIGHT ON *TOP* OF IT...

--WITHOUT A PHOTOGRAPHER!!

WHEN I GET MY HANDS ON THAT CHICKEN-LIVERED *PARKER*...I'LL *DEMOLISH* HIM!

THERE'S *DRAGO*...WITH ALL THE *FIGHT* KNOCKED OUT OF HIM!

I'M *THRU!!* I'LL NEVER PUT THESE WINGS ON *AGAIN!*

THE VULTURE'S *TOO MUCH*... FOR *ANYONE!*

HOW LUCKY CAN I *BE?*

A CHANCE TO RID MYSELF OF *DRAGO*... AND TO POLISH OFF *SPIDER-MAN*---

ALL IN THE SAME DAY!

HE *MEANS* IT! HE'S *SWOOPING DOWN* AT ME!

BUT, AFTER CARRYING THAT *BOY* TO SAFETY...MY ARM HAS GROWN COMPLETELY *NUMB!*

HOW DO I BATTLE HIM *NOW?*

NEXT

The Vulture's PREY!

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL™ COMICS GROUP

12¢ IND. | 64 SEPT

THE VULTURE'S PREY!

THE AMAZING SPIDER-MAN!™

"THE VULTURE'S PREY"

THE VULTURE STILL LIVES!!

LAST ISH WE LEARNED THAT THE DEADLY, AIRBORNE ARCH-FIEND HAD *SURVIVED*, LO, THESE MANY MONTHS! WE SAW HIM EFFORTLESSLY *DEFEAT* HIS OUTCLASSED NAMESAKE! AND NOW, THE MYSTERIOUS, WINGED MENACE SWOOPS DOWN FOR THE KILL--TOWARDS AN INJURED, STARTLED *SPIDER-MAN--!*

A NEW HIGH IN MARVEL MAGNIFICENCE
PRODUCED & PRESENTED BY:
STAN (THE MAN) LEE
AND JOHN (RING-A-DING) ROMITA
ABLY AUGMENTED BY:
DAZZLIN' DONNIE HECK
EMBELLISHMENT:
MICKEY DEMEO
LETTERING:
ARTIE SIMEK

BETTER TIGHTEN YOUR TAIL-FEATHERS, CHARLIE, 'CAUSE *WE'RE OFF--*

THE *BATTLE OF THE CENTURY* IS ABOUT TO BEGIN, RIGHT HERE NEAR THE *DAILY BUGLE*--

--AND I DON'T HAVE *ONE* %$!!?#$#!* *PHOTOGRAPHER* TO COVER IT!

WHEN I GET HOLD OF THAT LILY-LIVERED *PETER PARKER*, I'LL *PULVERIZE* HIM FOR *RUNNING OUT* AT A TIME LIKE THIS!

DOZENS OF BLASTED SHUTTERBUGS ON MY PAYROLL--

AND THEY'RE ALL OUT ON *ASSIGNMENT* JUST WHEN I *NEED* THEM!

HOW CAN THIS *HAPPEN* TO A DOLL-BOY LIKE *ME*?!!

J.J.! I *FOUND* ONE OF OUR MEN! HE WAS IN THE AREA! ARE WE IN *TIME*?

ROBBIE--YOU'RE *BEAUTIFUL*! THEY'RE JUST ABOUT TO *TANGLE*!

C'MON! *C'MON*! GET *OVER* HERE, MISTER! START *SNAPPING*!

YES *SIR*, MISTER JAMESON!

HE'S DIVING AT HIM *NOW*!

THIS COULD BE THE *END* OF SPIDER MAN!

SOMETHING'S *WRONG* WITH THE WEB-SPINNER!

FROM THE WAY HE'S FAVORING THAT *ARM*, IT MUST BE *INJURED*!

GOOD NEWS, MASKED MAN!

WHEN I'M *THRU* WITH YOU, YOU WON'T HAVE TO *WORRY* ABOUT THAT ARM--

--OR ANYTHING *ELSE*-- EVER AGAIN!

HE *KNOWS* ABOUT MY ARM! THAT GIVES HIM THE *ADVANTAGE*-- BUT I MUSTN'T *PANIC!*

I'VE GOT *NEWS* FOR YOU, BALDY--

I COULD POLISH *YOU* OFF WITH MY HANDS TIED *BEHIND* ME!

--EVEN IF *NEITHER* OF US *BELIEVES* IT!

SPOK!

I APPLAUD YOUR *BRAVADO*, SPIDER-MAN!

A *PITY* YOU CAN'T BACK IT UP WITH *POWER!*

I PUT *EVERYTHING* INTO THAT KICK--

BUT WHILE HE'S IN *FLIGHT*, HE USES THE *AIR* TO CUSHION THE IMPACT!

STAY WHERE YOU *ARE*, WALL-CRAWLER--

YOU WON'T BE *NEGLECTED* MUCH LONGER!

JUST MY *LUCK--!*

HE'S EVEN *FASTER* THAN HE WAS *BEFORE!*

BUT I'M NOT EXACTLY A TORTOISE MYSELF!

HERE IT COMES--

MOVE, SPIDEY!!

WELL, WELL! YOU'RE MIGHTY NIMBLE FOR A WOUNDED WEBHEAD!

BUT HOW MUCH LONGER DO YOU THINK YOU CAN SAVE YOURSELF?

I'LL TOY WITH YOU TILL IT CEASES TO AMUSE ME, AND THEN--

HE'S GONE! --BUT WHERE??

DID HE FALL--TO HIS DEATH?

PERHAPS HIS INJURY WAS WORSE THAN I THOUGHT!

LOOK! WHERE'S SPIDER-MAN?

WHAT HAPPENED TO HIM?

AND, IN CASE YOU'VE BEEN WONDERING, TOO--

I HOPED YOU'D GLIDE OVER HERE TO CHECK ON ME!

YOU! HIDING IN THE SHADOWS --CLINGING TO THE WALL!

I SHOULD HAVE GUESSED!

KEEP SNAPPING --BEFORE THEY GET AWAY!

DAILY

CAN'T HOLD HIM!

CAN'T USE MY OTHER ARM--FOR LEVERAGE!

UNHH!

STILL AS TRICKY AS EVER, EH?

WELL, THIS IS WHAT I THINK OF YOUR FEEBLE STRATEGY!

HAVE TO STRIKE BACK-- SOMEHOW-- WITH MY LEFT HAND!

IF I CAN JUST HOLD HIM OFF-- A WHILE LONGER--!

SLAT!!

WHAT A SHOT! THESE PIX'LL MAKE HISTORY!

DAILY

THE FORCE OF MY SWING-- ALMOST MADE ME TOPPLE OFF THE WALL!

CAN'T KEEP MY BALANCE WHILE FIGHTING-- WITH ONLY ONE ARM!

UH OH! HERE HE COMES AGAIN--!

WITH EACH PASSING MINUTE YOUR DEFENSE GROWS WEAKER!

NOW THERE'S NO WAY YOU CAN SAVE YOURSELF!

I'VE WAITED A LONG TIME FOR--WHA--?!!

YOU DON'T EXPECT THAT WEBBING TO HELP YOU NOW?!!

TO TELL THE TRUTH, I DID ENTERTAIN SOME SUCH BIZARRE NOTION!

MY SHOULDER'S KILLING ME--BUT I'VE GOT TO DO THIS--IT'S MY ONLY HOPE!

HOW LONG CAN IT LAST--BEFORE ONE OF THEM IS KILLED?

WHO CARES??--JUST SO LONG AS WE GET SOME GOOD PICTURES OUT OF IT!

I'M RUNNIN' OUT OF FILM PLATES, MR. JAMESON!

YOU CAN'T! NOT NOW!

I WANT SHOTS OF SPIDER-MAN'S FINISH!

IT'S LIABLE TO BE OUR FINISH!

LOOK!

THE VULTURE DRAGGED SPIDER-MAN OFF THE CHIMNEY!!

AND NOW--WITH THE WALL-CRAWLER SWINGING BEHIND HIM--HE'S COMING TOWARDS--US!

JAMESON! ROBERTSON!

GET OFF THAT ROOF, YOU FOOLS!

THIS IS NO TRACK MEET YOU'RE WATCHING!

TAKE COVER-- BEFORE SOMEONE GETS HURT!

YOUR ARM INJURY MUST HAVE AFFECTED YOUR BRAIN, MASKED MAN!

MY GREATEST POWER IS FLIGHT!

BINDING MY LEGS TOGETHER CAN'T STOP ME!

I'LL SWING YOU AROUND LIKE A HELPLESS PUPPET!

THE WAY SPIDER-MAN CALLED US BY NAME--!

IS HE SOMEONE I KNOW?

HE CAN'T FOOL ME--!

HE DOESN'T WANT US TO WITNESS HIS DEFEAT!

I'M OUTTA FILM ANY-WAY!

HE DOESN'T HAVETA TELL ME TWICE!

SEE HOW EASILY I CAN USE YOU LIKE A BOLA--

--TO HURL THOSE THRILL-SEEKERS OFF THEIR FEET!

COULDN'T STOP MYSELF! HE SWUNG ME RIGHT INTO THEM!

THE VULTURE'S RIGHT-- I'VE GOT TO LET GO! TOO DANGEROUS TO HOLD ON THIS WAY!

D4

JJ-- LOOK OUT!! WE'RE IN THE--

UHHH!

ZOT!

YOU SAW THAT, ROBBIE!

SPIDER-MAN TRIED TO KILL ME!

THEY WERE LUCKY-- I ONLY GRAZED THEM!

THOP!

THUP!

SPIDER-MAN-- WATCH IT! HE'S COMING AT YOU AGAIN!

WHAT ARE YOU WARNING HIM FOR?

I'M ROOTING FOR THE VULTURE!

HAH! NOW THAT MY LEGS ARE FREE AGAIN, I'LL USE THEM TO-- =UHH!=

BLAST IT!! HOW DID YOU MOVE SO FAST?

PTHM

BLAME IT ON CLEAN LIVING, FEATHER-BRAIN!

IF HIS FEET HAD CONNECTED, GOING AT THAT SPEED, HE'D HAVE STOMPED ME TO-- =UH OH!=

THE IMPACT LOOSENED SOME CHUNKS OF THE BUGLE SIGN!

THEY'RE FALLING-- TOWARDS JAMESON AND ROBBIE!

WE'LL BE CRUSHED!

DON'T JUST STAND THERE, JJ--

MOVE, MAN!

THOOOOM

I WAS--PARALYZED WITH FEAR!--COULDN'T BUDGE!

IF YOU HADN'T SHOVED ME ASIDE, ROBBIE, I'D HAVE-- ROBBIE!

ONE OF THE STONES HIT YOU!--YOU'RE HURT!

YOU'VE GONE TOO FAR THIS TIME, WALL-CRAWLER!

IF ANYTHING HAPPENS TO JOE ROBERTSON, I'LL NEVER REST UNTIL YOU'RE CAUGHT!

YOU AND YOUR KIND WON'T TERRORIZE THIS CITY ANY LONGER!

JAMESON IS SO CONSUMED BY HIS HATRED FOR ME, THAT HE EVEN DISTORTS WHAT HE SEES WITH HIS OWN EYES!

YOU'D BE HELPING HIM A LOT MORE BY CALLING AN AMBULANCE THAN BY WASTING YOUR THREATS ON ME, FLATHEAD!

NO! LISTEN, JJ--IT WASN'T-- HIS FAUL-- UHHHH...

YOU CAN'T HOLD OFF YOUR ULTIMATE FATE MUCH *LONGER!*

IT'S ONLY A MATTER OF *TIME* BEFORE I *CRUSH* YOU!

WHAT ARE YOU *WAITING* FOR?

SWOOP DOWN ON HIM *NOW*-- BEFORE HE *ESCAPES!*

HERE! I'LL *HELP* YOU! I'LL *HOLD* HIM FOR YOU!!

IT'S OUR *ONE* CHANCE TO *RID THE WORLD* OF SPIDER-MAN-- *FOREVER!*

YOU BISCUIT-BRAINED BEDBUG! DO YOU THINK YOU'D BE SAFER WITH *HIM* RUNNING LOOSE IN THE CITY?

ALTHOUGH, IF YOU'RE *DUMB* ENOUGH TO THINK THAT *YOU* CAN HOLD ME-- THEN *ANYTHING'S* POSSIBLE!

AGAIN I MISSED HIM!

HE *FLIPPED* OUT OF MY WAY AS THOUGH JAMESON IS JUST A *FEATHER* ON HIS BACK!

EVEN WHILE *INJURED*, THERE'S NO DENYING HIS *STRENGTH*--OR HIS ACCURSED *REFLEXES!*

MADE IT--BY THE SKIN OF MY *TEETH* THAT TIME--!

BUT, MY *ARM*-- HURTS WORSE THAN *EVER!*

BUGLE

THE VULTURE'S HOLDING BACK NOW--SEARCHING FOR A NEW METHOD OF ATTACK!

BUT JAMESON IS GETTING TO BE A PROBLEM!

YOU CAN'T ESCAPE HIM FOREVER! YOU'VE FINALLY MET SOMEONE WHO CAN ATTACK YOU--OVER AND OVER AGAIN!

YOU'RE FINISHED, SPIDER-MAN--AND YOU KNOW IT!

I WISH YOU WERE AN OFFICIAL, CARD-CARRYING SUPER-VILLAIN--

SO I'D REALLY HAVE AN EXCUSE TO LEAN ON YOU!

THWIP!

HEY! STOP--!

BUT, TILL THEN, THIS'LL HAVE TO DO!

GET ME OUT OF HERE! YOU CAN'T DO THIS TO ME, YOU BUM!

PIPE DOWN, SUGAR-LIPS! THE WEBBING'LL SOON WEAR OFF--I'M SORRY TO SAY!

ROBERTSON'S STARTING TO MOVE! DON'T SEEM TO BE ANY BONES BROKEN!

JJ--LOOK OUT--HAVE TO GET OFF--THE ROOF--!

EASY, FELLA! YOU'LL BE OKAY!

THAT'S MORE THAN I CAN SAY FOR YOU!

IT'S THE VULTURE! HE'S ATTACKING AGAIN!

MEANWHILE, A SWEET LITTLE OLD LADY OPENS THE DOOR OF HER SWEET LITTLE OLD HOUSE IN THE SUBURBS, TO FIND--

OH! IT'S MARY JANE!

I DIDN'T RECOGNIZE YOU FOR A MOMENT, DEAR!

IT'S MY GINCHY NEW HAIRDO, MRS. PARKER!

COME IN, DEAR--

I WAS WONDERING IF YOU'VE HEARD FROM PETEY?

NOT LATELY, DEAR! WE WERE JUST TALKING ABOUT HIM!

HE HASN'T CALLED ME FOR DAYS! IT ISN'T LIKE THE DEAR BOY!

I'LL CASE THE CATS AT THE COFFEE BEAN! MAYBE THEY'VE SEEN HIM!

IT'S MY CHANCE TO KNOCK 'EM DEAD WITH THE BRAND NEW ME!

DIG YOU LATER, PEOPLE!

MARY JANE HASN'T SEEN HIM, EITHER!

WHERE CAN PETER BE?

YOU KNOW YOUNG PEOPLE, MAY DEAR! THEY GET SO CARRIED AWAY BY THEIR OWN LITTLE PURSUITS, THAT THEY LOSE ALL TRACK OF TIME!

I'M SURE YOU'LL HEAR FROM HIM SOON!

TSK! HOW COULD THAT NIECE OF MINE HAVE CUT HER HAIR?

AND, WHILE WE'RE ON THE SUBJECT OF YOUNG PEOPLE--

DAD! WHAT A WONDERFUL SURPRISE!

THIS MEANS YOU'RE ALL WELL AGAIN!

NATURALLY! LOOK AT THE NURSE I HAD!

I THOUGHT I'D WALK YOU HOME, DEAR!

I'VE SOMETHING TO TELL YOU--!

WITH MY RECOVERY, MY MEMORY OF THE KINGPIN RETURNED!

I KNOW NOW THAT PETER DIDN'T REALLY ATTACK ME THAT DAY-- HE WAS TRYING TO HELP ME!*

OH, DAD! IS IT REALLY TRUE? CAN I BELIEVE IT?

DO YOU WANT TO BELIEVE IT, GWEN?

MORE THAN ANYTHING ELSE-- IN THE WORLD!

IT'S TRUE, DARLING!

THEN PETER DIDN'T BETRAY US!

HE DIDN'T!

*AS SUPERBLY SHOWN IN SPIDER-MAN #60! --STURDY STAN.

I CALLED THE LAD--TO TELL HIM I UNDERSTAND--BUT HE WASN'T HOME!

THEY MIGHT BOTH BE WITH HARRY'S FATHER! MR. OSBORN HASN'T BEEN WELL LATELY!

NOR WAS HIS ROOMMATE, HARRY!

BUT TELL ME MORE ABOUT PETER!

FIRST TELL ME WHAT'S WRONG WITH NORMAN OSBORN, DEAR!

I WONDERED WHY I HADN'T SEEN HIM AT THE CLUB LATELY! IT'S NOTHING SERIOUS, I HOPE!

I DON'T KNOW, DAD! HARRY THINKS IT MIGHT BE A NERVOUS BREAKDOWN--DUE TO OVERWORK! BUT, HE'S BEEN ACTING VERY--OH! LOOK--!

SOMETHING HAPPENING--ATOP THE DAILY BUGLE BUILDING!

LOOK AT THE CROWD! IT MUST BE SERIOUS!

THERE'S BETTY BRANT--AND HER FIANCE, NED LEEDS! THEY BOTH WORK FOR THE BUGLE!

PERHAPS THEY'LL KNOW WHAT'S WRONG!

LOOK! THE VULTURE'S DIVING TOWARDS SPIDER-MAN AGAIN!

BUT WHO ELSE IS UP THERE WITH THEM?

MISS BRANT, DO YOU--OH! NOW I SEE IT!

THAT'S THE VULTURE--SWOOPING TOWARDS THE BUGLE ROOF!

BUT WHY? WHAT IS HE AFTER UP THERE?

IT'S AWFUL! HE'S BEEN BATTLING SPIDER-MAN!

MR. JAMESON RAN UP THERE--WITH JOE ROBERTSON, AND PARKER--TO COVER THE STORY!

PETER? UP THERE NOW? OH--NO!

BUT, IF GORGEOUS GWENDOLYNE IS WORRIED ABOUT PETER NOW--IMAGINE IF SHE KNEW THE REAL IDENTITY OF--SPIDER-MAN!

THE VULTURE'S IN HIS GLORY--HAMMING IT UP FOR THE CROWD BELOW!

BUT THAT DOESN'T MAKE HIM ONE IOTA LESS DANGEROUS!

THIS TIME HE'S ZEROING IN--FOR THE KILL!

GET OUT OF HERE, MAN! RUN FOR COVER, BELOW!

NO! I'VE GOT TO SEE IT THRU--NO MATTER WHAT!

JUST 'CAUSE MY *RIGHT* ARM IS HURT--

DOESN'T MEAN I'M *HELPLESS*, BEAK-NOSE!

IF *THAT'S* THE BEST YOU CAN DO--

YOU'RE *MORE* HELPLESS THAN YOU *KNOW!*

NO GOOD! HE USED HIS *WINGS* TO PUSH HIM *BACK*--ROLLING WITH THE BLOW!

FAREWELL, WEB-SPINNER! THIS IS YOUR *SWAN SONG!*

UNHHH!

MY ONLY HOPE-- TO GRAB THE *WALL*--!

MADE IT!

BUT--MY ARM IS *THROBBING* SO--! EVERYTHING --SPINNING AROUND--

HOLD ON, SPIDEY! *HOLD ON!*

WHY DON'T YOU *FALL?*

WHAT'S HOLDING YOU *UP?*

I'M ALMOST *HELPLESS* HERE--AND HE *KNOWS* IT!

BUT, NO MATTER *WHAT* HAPPENS-- I'M NOT *HANDING* HIM A VICTORY!

ARM OR *NO* ARM--I'VE STILL GOT MY *WITS*-- AND MY *STRENGTH!*

OKAY, VULCH! YOU *WANT* ME? COME AND *GET* ME!

THAT'S JUST WHAT I HAD IN *MIND!*

GOTTA *TIME* THIS--TO THE *SPLIT-SECOND*--

YOUR GRIP IS *WEAKER* THAN EVER!

WE *BOTH* KNOW YOU HAVEN'T A *CHANCE!*

NOW!

BUT I'LL BE HAPPY TO *PROVE* IT--THE *HARD* WAY!

THK

-:UHHH--!:-

STILL WON'T LET GO? THAT'S ALL RIGHT WITH ME!

I CAN DO THIS ALL DAY!

HERE, IN FULL VIEW OF THE ENTIRE CITY--

I'M PROVING THAT I AM THE MASTER!

WHY DON'T YOU ANSWER?

I HOPE I'M NOT BORING YOU!

CAN'T-- TAKE-- ANY MORE--

STILL HAVE-- MY STRENGTH-- BUT MY ARM IS-- TOO NUMB--

CAN'T-- HOLD ON-- ANY LONGER--

I HEAR-- HIS LAUGHTER-- FOLLOWING ME DOWN--!

HA HA HA HA HA

I'VE DONE IT! I'VE DONE IT! I'VE BEATEN SPIDER-MAN!

BUT, EVEN AS THE VULTURE GLOATS--

TOO FAR FROM WALL TO GRAB IT--

THWIPP!

BUT, IF I CAN FORM A WEB CUSHION IN TIME--

IT WORKED!

--JUST ENOUGH TO BREAK MY FALL!

SHOOM!

WHAT HAPPENED DOWN THERE?

IT LOOKED AS THOUGH --HE LANDED ON SOMETHING!

I'D BETTER MAKE SURE HE'S FINISHED!

HAH! LOOK AT THEM RUN-- PANICKY AT THE MERE SIGHT OF THE DEADLY VULTURE!

NOW THAT I'VE DEFEATED SPIDER-MAN, THERE'S NO ONE WHO'LL DARE OPPOSE ME!

HE'S LYING *STILL*-- HASN'T MOVED A *MUSCLE!*

NOW THAT IT'S *OVER*, I CAN'T QUITE *BELIEVE* IT!

BUT, HE HAS A *WEB CUSHION* BENEATH HIM!

WHY DIDN'T IT BREAK HIS *FALL?*

I'VE *NEWS* FOR YOU, BALDY--

IT DID!

YOU'RE STILL *ALIVE!*

YOU WERE PLAYING *POSSUM!*

AND EVEN MORE THAN *THAT--*

I WAS RESTING MY *ARM*--GETTING MY *SECOND WIND*--

WAITING FOR A CHANCE TO GRAB YOUR BUILT-IN *POWER PACK*--

WHICH GIVES YOUR WINGS THE *STRENGTH* THEY NEED!

I *DID* IT!

I FELT IT *SNAP* BENEATH MY FINGERS!

HE MANAGED TO *SHORT-CIRCUIT* THE UNIT!

I'M LOSING PRECIOUS *ENERGY!*

HAVE TO GET *AWAY*-- FAST-- WHILE I *CAN!*

WHAT'S YOUR *HURRY*, VULCH? AREN'T YOU GONNA TELL ME--HOW MUCH *STRONGER* YOU ARE--THAN A HAS-BEEN LIKE *ME*?

IT DOESN'T MATTER--*WHERE* YOU FLY TO--!

SOONER OR LATER--I'LL *FIND* YOU AGAIN--

AND--WHEN I *DO*--I--I--

EVERYTHING GETTING *HAZY* AGAIN--SPINNING AROUND! I--I'M *HURT*--WORSE THAN--I THOUGHT!

HAVE TO GET AWAY *MYSELF*! CAN'T *PASS OUT*--NOT HERE--IN THE STREET--

I'LL--BE AT--THE *MERCY* OF--

--THE CROWD.....

HE'S *UNCONSCIOUS*!

THIS IS OUR CHANCE--TO *UNMASK* HIM, AT LAST!

NEXT

THE MAN BENEATH THE MASK!

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. 65 OCT

ESCAPE IMPOSSIBLE!

THE AMAZING SPIDER-MAN!™

"THE IMPOSSIBLE ESCAPE!"

LAST ISH, WE SAW SPIDEY *INJURED* DURING HIS EPIC BATTLE WITH THE MURDEROUS *VULTURE!* NOW, WITH THE WINGED MENACE *GONE*, OUR WEBSPINNER LIES *HELPLESS*--AS THE HOSTILE *CROWD* PRESSES EVER CLOSER--

QUICK! TAKE OFF HIS *MASK*-- WHILE WE HAVE THE *CHANCE!*

UNMASK HIM!

WE CAN FINALLY SEE WHO HE *IS!*

NO! STAY BACK! WE HAVEN'T THE *RIGHT!*

WHO *IS* HE? WE CAN *FIND OUT*, AT LAST!

BREAK IT UP-- ALL OF YOU!

THE MAN'S *HURT!*

HOW *LUCKY* CAN WE BE--?

BESTOWED UPON A FORTUNATE FANDOM BY: STAN (THE MAN) LEE *and* JOHN (RING-A-DING) ROMITA

ARTISTICALLY AIDED BY JIM (MADMAN) MOONEY WITH LETTERING BY ARTIE SIMEK

AND NOW, IT'S SPIDEY TIME...

WHERE'S THAT BLASTED *AMBULANCE?*

WE'VE GOTTA GET HIM TO *SAFETY* BEFORE THE *CROWD* GETS HOLD OF HIM!

WADDAYA *THINK*, CAP'N STACY? MAYBE WE *SHOULD* TAKE HIS MASK OFF WHILE HE'S JUST *LYIN'* THERE?

I WOULDN'T *DO* IT, TOM!

--NOT WITHOUT EXPERT *LEGAL* ADVICE!

I'LL SEE YOU *LATER*, DAD--

I'VE *GOT* TO FIND OUT WHAT HAPPENED TO *PETER!*

HE HAD BEEN ON THE *ROOF* WHEN THE BATTLE STARTED! BUT NO ONE'S SEEN HIM *SINCE!*

WHAT IF HE WAS *INJURED*--BY THE *VULTURE*--OR BY *SPIDER-MAN?*

HOLD IT! DON'T TAKE OFF THAT CREEP'S *MASK* WITHOUT *ME!*

RELAX, JAMESON! WE'RE *NOT* UNMASK-ING HIM!

I'VE WAITED *TOO LONG* FOR THIS GLORIOUS MOMENT!

YOU'RE *NOT?* WHAT *ARE* YOU, STACY-- SOME KINDA *NUT?*

MY NEWSPAPER'S BEEN CRUSADING TO LEARN WHO THAT WALL-CRAWLING WEASEL *IS* FOR YEARS!

A LITTLE THING CALLED THE *LAW*, MY FRIEND!

WE'RE NOT POSITIVE WHAT THE SPECIFIC *CHARGES* AGAINST HIM ARE--

AND *NOW*--WE CAN FIND *OUT!* SO WHAT'S *STOPPING* US??

AND EVEN A HELPLESS MASKED MAN HAS HIS *RIGHTS!*

RIGHTS?!! AT A TIME LIKE *THIS?!!*

I *KNEW* IT! YOU'RE A *RELIGIOUS FANATIC!!*

ALL THIS *WRECKAGE* ON THE ROOF!!

ARE THERE--ANY *BODIES*--UNDERNEATH?

NOTHIN' BUT *RUBBLE*, LADY!

THE ONLY ONES THOSE TWO COSTUMED FREAKS *HURT* WHEN THEY WERE FIGHTING WAS *THEM-SELVES!*

THEN PETER IS *SAFE!*

BUT, WHERE *IS* HE? WHY DID HE *VANISH?*

DAD! THERE'S NO TRACE OF PETER-- ANYWHERE!
AND NOBODY KNOWS WHERE HE WENT!
C'MON, C'MON-- MOVE ALONG! THE PARTY'S OVER!
BUGL
DON'T WORRY, DEAR! YOUR MR. PARKER KNOWS HOW TO TAKE CARE OF HIMSELF!
HE'S PROBABLY AT SOME LAB, HAVING HIS NEWS PHOTOS DEVELOPED RIGHT NOW!
BUT WHY DIDN'T ANYONE SEE HIM?
OH, DAD--I KNOW I SHOULDN'T GET SO EMOTIONAL--
BUT I COULDN'T BEAR IT--IF SOMETHING HAPPENED-- BEFORE WE HAD A CHANCE TO MAKE UP!
NOTHING WILL HAPPEN, GWEN! IF YOU HEAR ANYTHING, I'LL BE AT THE INFIRMARY WITH SPIDER-MAN! CALL ME THERE!
ULANCE
BIG NEWS, ROBBIE! THE POLICE HAVE SPIDER-MAN!
C'MON! WE'VE GOT A SPECIAL EDITION TO GET OUT!
I'LL BE RIGHT WITH YOU, J.J.!
YOU'RE MIGHTY LUCKY YOUR INJURIES AREN'T WORSE, MISTER ROBERTSON!
LUCKY, MY FOOT!
OL' JONAH JAMESON WAS THERE-- LOOKING AFTER HIM!
WHAT ABOUT THE VULTURE?
DID HE GET AWAY?
YEAH! BUT WHO CARES ABOUT HIM?
THE BIG THING IS--SOMEONE FINALLY STOPPED SPIDER-MAN!
EVEN THOUGH THAT BLEEDING-HEART DO-GOODER, STACY, STOPPED EVERYONE FROM UNMASKING HIM--
IT'S ONLY A MATTER OF TIME BEFORE WE LEARN WHO HE REALLY IS!
HE CAN'T GET AWAY FROM US, AGAIN!

CORRECT ME IF I'M *WRONG*, JJ--

BUT WASN'T THE WEB-SLINGER FIGHTING TO *PROTECT* THE CITY FROM THE *VULTURE?*

NAH! THAT'S WHAT HE *WANTED* US TO THINK! IT WAS JUST A *GRUDGE FIGHT*, THAT'S ALL!

PERSONALLY, I CAN'T *STAND* ANYONE WHO CARRIES A *GRUDGE!*

NOW THAT WE'VE ABSORBED SOME JOLLY JAMESONIAN PHILOSOPHY, LET'S TURN TO THE *PRISON INFIRMARY--*

GET HIM INSIDE *FAST*, PAL--BEFORE HE COMES TO!

NOTHING BUT *IRON BARS* WILL HOLD *THAT* JOKER WHEN HE *REVIVES!*

INFIRMAR

HE SURE DOESN'T LOOK LIKE MUCH OF A THREAT *NOW!*

BUT, THREAT OR NOT, THE MOTIONLESS MASKED CAPTIVE IS PLACED UNDER CONTINUAL 24-HOUR *GUARD* BY THE CONCERNED CONSTABULARY! AND THEN--

I AGREE WITH *MR. JAMESON!* WE *SHOULD* UNMASK HIM!

WE MAY NEVER GET ANOTHER SUCH PERFECT *CHANCE!*

FORGET IT, FRIEND!

THE POLICE COMMISSIONER *HIMSELF* HAS PERSONALLY ORDERED *HANDS OFF!*

HE WANTS TO CHECK IT OUT WITH THE CITY'S *LEGAL EAGLES!*

HE'S NOT RISKING THE COURT *UPSETTING* A POSSIBLE CONVICTION --BECAUSE HE MAY HAVE VIOLATED THAT CHARACTER'S *CIVIL RIGHTS!*

I THINK THE COMMISSIONER'S DECISION WAS A *WISE* ONE, MR. NELSON!

--SO LONG AS HE'S KEPT UNDER *HEAVY GUARD!*

IN AN *ELECTION YEAR* LIKE THIS, IT CERTAINLY PAYS TO BE *CAUTIOUS!*

SPIDER-MAN'S *CAPTURE* HAS AROUSED NATION-WIDE *INTEREST!*

AND, EVEN AS THE TWO MEN SPEAK--

WHERE--*AM* I?--WHAT'S *HAPPENED--?*

I'M--IN *BED*--IN A BARE ROOM--WITH *BARS* ON THE WINDOW!

I'VE BEEN *CAPTURED* --BY THE *POLICE!*

AND, JUDGING BY THE SNATCHES OF *CONVERSATION* I'VE OVERHEARD--THEY WON'T TRY TO UNMASK ME--*YET!*

THAT MEANS I CAN LIE HERE AND *RELAX*--WHILE MY *STRENGTH* COMES BACK TO ME!

AND THEN--I'LL HAVE TO FIND SOME WAY-- TO *BREAK OUT!*

C'MON, SPIDEY-STRENGTH-- DON'T PLAY HARD-TO-GET --WHEN I *NEED* YOU!

THEN, AS THE LONG, LONELY HOURS TICK BY--

NO WORD ABOUT *PARKER* YET, DEAR?

WELL, IT MAY BE NOTHING MORE *MOMENTOUS* THAN A DATE WITH ANOTHER *GIRL!*

WHAT'S THAT? NO, GWEN-- YOU'D BETTER HAVE DINNER *WITHOUT* ME!

I'D LIKE TO *STAY* HERE IN CASE I'M *NEEDED!*

I *READ* YOU, DADDY MINE!

BUT, IF YOU CHANGE YOUR *MIND,* I'M BAKING THE MOST DELICIOUS, DELIGHTFUL, DAZZLINGLY *DELECTABLE* LITTLE-- *DAD!*

WHAT WAS THAT FUNNY *NOISE* YOU MADE?

--DAD??

GRAB THAT GUY! HE'S JUST WHAT WE *NEED!*

THE ONLY WAY TO BREAK *OUT* OF HERE IS WITH A *HOSTAGE!*

NOT A *SOUND,* POPS--IF YOU WANNA STAY *HEALTHY!*

DAD! WHAT *IS* IT??

WE'RE *BLOWIN'* THIS JOINT-- 'N *YOU'RE* OUR TICKET HOME!

IT SOUNDS LIKE--SOME SORT OF A *SCUFFLE!*

DAD! ARE YOU ***ALL RIGHT!*** WHY DON'T YOU ***ANSWER?*** ***DAD!***

I ***TOLD*** YA OUR BEST BET WAS THRU THE ***INFIRMARY!***

YEAH, BUT HOW ABOUT THEM ***BRASS BUTTONS*** WE HADDA PUT TO SLEEP?

THERE WUZ ***TWICE*** AS MANY AS WE ***EXPECTED!***

I DON'T ***LIKE*** IT! THERE ***MUST BE*** SOMETHIN' GOIN' ON!

BRING THAT GUY TO THE ***GATE***--SO THE ***GUARD*** CAN SEE 'IM!

GUARD?? ***WHAT*** GUARD? THERE AINT NO ONE ***THERE!***

AWRIGHT, AWRIGHT! KEEP YER ***SHIRT*** ON!--LONG AS WE GOT OURSELVES A ***HOSTAGE,*** WE CAN AFFORD TO ***WAIT!***

NOW THAT WE GOT ***THIS*** FAR, AINT ***NO ONE*** STOPPIN' US FROM HERE ON ***IN!***

"NO ONE" DID HE SAY? WE KINDA WONDER IF THAT INCLUDES--***SPIDER-MAN***--?

DESPITE ALL MY NUTTY HANG-UPS, THERE'S ***ONE*** THING I'M LUCKY ABOUT--

IT DOESN'T TAKE ME LONG TO GET BACK TO ***NORMAL*** AFTER I'VE BEEN INJURED!

SAY--WHAT'S ALL THAT COMMOTION IN THE ***HALL*** OUTSIDE?

SINCE WHEN DO THEY HOLD ***CONVENTIONS*** IN PRISON INFIRMARIES?

A HANDFUL OF *CONS*-- TRYING A *BREAKOUT!*

AND THEY'VE GOT *GEORGE STACY* AS A *HOSTAGE!*

NINE TIMES OUT OF TEN I COULD HANDLE A CAPER LIKE THIS WITH MY EYES *SHUT*--

--BUT *NOW*--?!?!

STOP *SQUIRMIN'*, MISTER-- OR WE'LL STOP YA *PERMANENT!*

I'M RECOVERED FROM MY *FALL* NOW--BUT MY HEAD'S STILL *GROGGY*--

IF I TRY TO *FREE* MR. STACY AND FOUL IT UP--IT COULD COST HIM HIS *LIFE!*

THEN THERE'S MY *SHOULDER!* --WHAT IF IT *ACTS UP* AGAIN?

DO I DARE *RISK* IT--WITH THE LIFE OF *GWEN'S DAD* AT STAKE--NOT TO MENTION MY *OWN?*

WHAT'S THE *MATTER* WITH ME? I'VE *GOT* TO RISK IT! I HAVEN'T ANY *CHOICE!*

I ONCE *SWORE* NEVER TO TURN MY BACK ON ANYONE AGAIN-- AND I'M NOT STARTING *NOW!*

MY BEST BET IS TO *BLUFF* IT OUT--MAKE THEM THINK I WANNA THROW *IN* WITH THEM!

IS THAT A *PRIVATE* PARTY, BOYS--OR CAN *ANYONE* JOIN IN?

HEY! IT'S SPIDER-MAN!

SO *THAT'S* WHY THEY HAD THEM EXTRA GUARDS!

HE WAS HURT IN A *FALL!* HE CAN'T STOP *ALL* OF US NOW!

C'MON--LET'S *JUMP* 'IM, WHILE WE *CAN!*

YOU'VE GOT IT ALL *WRONG,* GROUP!

I WANNA *JOIN* YOU--NOT *STOP* YOU!

HEY! IF HE *MEANS* IT, WE CAN *USE* A GUY LIKE HIM!

I DON'T *LIKE* IT! HE NEVER HELPED ANY OF US ON THE *OUTSIDE*--

WHY SHOULD HE WANNA HELP US *NOW?*

HELP US? I WOULDN'T *BE* IN HERE IF NOT FOR THAT CRUMMY PUNK!

I SAY WE *POLISH* 'IM OFF--RIGHT *NOW!*

NUTS! HE MUST BE ONE OF THE DOZENS OF PETTY HOODS I'VE PUT ON *ICE* IN THE PAST FEW YEARS!

LET'S *GIT* 'IM--WHILE HE'S STILL *WEAK!*

ZOK

HEY--YOU'RE *RIGHT!*

HE JUST *STOOD* THERE AND *TOOK* IT!

YOU'RE LIVING IN A *DREAM WORLD*, BIG MOUTH!

I JUST *STOOD* THERE 'CAUSE I COULDN'T BELIEVE *ANY* CON WOULD BE DUMB ENOUGH TO TAKE A POKE AT *ME*!

I'M IN *LUCK*! MY SHOULDER'S NOT *ACHING* ANY MORE!

ZOK!

I'LL STOP YA WITH THE OLD GEEZER'S *CANE*, 'N THEN--

WHUMMPFF!

YOU'VE GOTTA BE *KIDDING*!

WOK!

YOU'RE TACKLING *SPIDER-MAN* --NOT *SNOW WHITE*!

DON'T *DO* IT, WEB-HEAD!

LOOK *BEHIND* YA FIRST!

BEHIND ME? *NOW* WHAT'S GOING ON?

ONE MORE MOVE AND THIS GUY *GETS* IT!

YA WOULDN'T WANT *THAT* TO HAPPEN, WOULDJA?

HE'S THREATENING *CAPTAIN STACY*!

MY ONLY CHANCE IS TO *BLUFF* IT THRU--!

DO WHAT YOU *WANT* WITH HIM--IT'S NO SKIN OFF *MY* NOSE!

IF THIS DOESN'T *WORK*, I'LL *JUMP* HIM BEFORE GWEN'S DAD CAN BE *HURT*--

BUT I'M BETTING IT'LL DO THE *TRICK*!

HEY! HE *MEANS* IT! HE DON'T CARE *NOTHIN'* ABOUT THIS GUY!

HE'S TRYING TO *BREAK OUT*-- JUST LIKE *US*!

YEAH! WISE UP! LET 'IM *JOIN* US! WE CAN *USE* A GUY LIKE THAT!

-*WHEW*!- IT WAS *CLOSE*-- BUT IT *WORKED*!

AWRIGHT, AWRIGHT-- STOP MAKIN' WITH THE *MUSCLE*!

WE PICKED OURSELVES UP A *HOSTAGE*--AND NOW WE GOT *SPIDER-MAN* ON OUR SIDE!

BUT WE STILL AINT *OUTTA* HERE!

OKAY, SPIDEY-- YOU *COOLED* THE SCENE! NOW WHAT'S YOUR *NEXT* MOVE?

LET'S SEE WHAT *HE'S* GOT TO OFFER--!

GO *ON*, BIG MAN-- START *TALKIN*!!

THIS IS *IT*! I'VE GOT TO THINK *FAST*!

OKAY, GENTLE-MEN--HERE'S WHAT WE'RE GONNA *DO*--!

MEANWHILE, AT THAT VERY MOMENT, A DEJECTED HARRY OSBORN CONTINUES THE SEARCH FOR HIS MISSING FATHER--

HE'S *SICK*! HE *CAN'T* ROAM THE CITY ALONE! HE NEEDS *HELP*! I'VE *GOT* TO FIND HIM!

MAYBE HE CAME BACK *HERE*-- TO HIS *CLUB*--?

NO, SON--YOUR FATHER HASN'T *BEEN* HERE FOR DAYS!

I DON'T KNOW--WHERE ELSE TO *LOOK!*

THERE'S YOUNG *OSBORN*--ONE OF *PARKER'S* FRIENDS!

SAY, BOY--WHERE'S THAT NO-GOOD *ROOMMATE* OF YOURS?

HUH? OH--IT'S *MR. JAMESON!*

SORRY, I HAVEN'T *SEEN* PETER FOR A WHILE!

I THOUGHT HE WAS AT THE *HOSPITAL,* GETTING A CHECK-UP!

I'VE BEEN LOOKING FOR MY *FATHER!*

WHAT *HAPPENED* TO HIM?

THAT'S WHAT *I'D* LIKE TO KNOW!

WELL, *HE'LL* BE OKAY! *NORMAN OSBORN* KNOWS HOW TO TAKE *CARE* OF HIMSELF!

BUT, IF YOU SEE THAT CRUMB *PARKER,* YOU CAN TELL HIM FOR *ME*--

TELL HIM *YOURSELF!* I HAVEN'T THE *TIME!*

KIDS! YOU'RE ALL *ALIKE!* NO *RESPECT* FOR ANYONE! NOW, WHEN *I* WAS A BOY--

NUTS! HE WAS *BORN* FIFTY YEARS OLD!

OH, THERE'S *MARY JANE!*

LIKE, *HI, GUY!*

WHAT'S THE *BIT,* BOY?

YOU LOOK LIKE YOU LOST YOUR LAST THRILLIN' *DYLAN* DISC!

I WISH THAT *WAS* THE ONLY THING BUGGING ME!

IF ONLY I KNEW WHAT MADE DAD ACT SO *STRANGE!*

I'VE NEVER SEEN HIM SO *ANGRY*--SO *COLD*--!

HE SEEMED TO GET *WORSE*--EVERY TIME THE *GREEN GOBLIN*--OR *SPIDER-MAN* WAS MENTIONED!

BUT I CAN'T MAKE THE *PIECES* FIT TOGETHER!

OR MAYBE--I DON'T *WANT* TO!

MAN! YOU'RE JUST A BARREL OF *LAUGHS!*

HOW DID *ROWAN AND MARTIN* EVER MAKE IT *WITHOUT* YOU?

WELL, SAY HELLO TO THE *OTHER* SWINGERS AT THE FUNERAL HOME!

OKAY, INTERRUPTION-TIME'S *OVER!* SO, BACK TO THE BLUECOATS--

GET THE *RIOT GUNS!*

THERE'S A *BREAK* AT THE INFIRMARY!

THAT'S WHERE *SPIDER-MAN* IS!

YOU'LL HAVE TO *HOLD YOUR FIRE* IN THERE! THE WORD JUST CAME THRU--THEY'VE TAKEN *CAPTAIN STACY* AS A HOSTAGE!

THAT MASKED *WALL-CRAWLER'S* PROBABLY BEHIND THE WHOLE THING!

BUT DON'T WORRY! WE'LL *GET* 'IM!

AH, BUT *WILL* THEY? LET'S SEE--

SO LONG AS GWEN'S *DAD* IS IN DANGER, I CAN'T DO *ANYTHING* TO JEOPARDIZE HIS *LIFE!*

I *MUST* ACT AS THOUGH I'M SIDING WITH THE *CONS!*

AND I'VE GOT TO THINK OF *MYSELF,* TOO! IF I DON'T *BREAK OUT,* THEY'RE SURE TO *UNMASK* ME SOONER OR LATER!

FOLLOW ME! I CAN GET YOU OUT BY *BREAKING THE BARS* WITH MY BARE HANDS!

THEN WHAT'RE WE *WAITIN'* FOR?

LET'S GO!

I KEEP HOPING THEY'LL RELAX THEIR *GRIP* ON CAPTAIN STACY-- SO I CAN TEAR *INTO* THEM!

AND, NO MATTER *HOW* FAST I AM-- IF I RUSH THEM *ALL--ONE* OF THEM IS SURE TO *HURT* HIM!

BUT SO FAR-- IT'S *NO SOAP!*

SO PLAY IT *COOL,* SPIDEY-- AND WAIT FOR AN *OPENING!*

THERE'S WHAT WE'RE AFTER!

THOSE *BARS* UP AHEAD--!

WHAT GOOD'S *THAT* GONNA DO? *WE* CAN'T GET UP THAT HIGH!

YOU DON'T *HAVE* TO--!

I'LL FIND US AN *ESCAPE ROUTE* IN THE YARD OUTSIDE--

WHILE YOU GET PAST THE *GUARDS* DOWN THERE BY HOLDING *STACY* IN FRONT OF YOU!

I THINK I *KNOW* WHAT I'VE GOT TO *DO*--

BUT, WHETHER I CAN PULL IT *OFF* OR NOT IS *ANOTHER* MATTER!

THE ONLY WAY TO REALLY *SQUASH* THEIR BREAKOUT-- AND FREE CAPTAIN STACY-- IS TO PICK THEM OFF, *ONE* AT A TIME!

AND MY BEST CHANCE OF GETTING *AWAY* WITH IT IS--TO WORK IN THE *DARK!*

WHICH MEANS I'VE GOT TO MAKE IT TO THE *MASTER FUSE BOX!*

--WHILE THE *CONS* WASTE TIME GETTING THRU THE LOCKED *INFIRMARY GATE!*

OPEN UP 'N LET US *OUT* OR STACY *GETS* IT--HERE AND *NOW!*

WE CAN'T RISK THE CAPTAIN'S *LIFE!*

WE'VE *GOT* TO DO AS THEY SAY!

INFIRMARY

THEY'LL NEVER GET *AWAY* WITH IT, ANYHOW!

SO, WE WON'T GIT AWAY WITH IT, HUH?
THEN HE DID THROW IN WITH YOU!
WELL, WE GOT US A LITTLE ACE IN THE HOLE--BY THE NAME OF SPIDER-MAN!
SURE! WHAT DID YA EXPECT?
I NEVER THOUGHT--THE WEB-SLINGER--WOULD DO IT!

THERE'S WHAT I'M LOOKING FOR--INSIDE THAT ROOM!

NO SHOOTING WHILE STACY'S WITH THEM!
GOOD! THEN I CAN DO IT MY WAY!
WHAT ABOUT SPIDER-MAN? THERE'S NO SIGN OF HIM!

FUNNY YOU SHOULD ASK!
LOOK! ON THE CEIL-ING--!
THWIPP
IT'S HIM!

YOU'D NEVER BELIEVE ME IF I TOLD YOU I'M ON YOUR SIDE--SO I WON'T EVEN TRY!
ANYWAY, YOU'LL BE FREE IN A WHILE--WHEN THE WEBBING WEARS OFF!
AND, WITH LUCK, THE CONS'LL ALL BE BACK IN THEIR BUNKS BY THEN!

NOW, MY NEXT STEP IS--SAY! THAT PHONE REMINDS ME--
I HAVEN'T CALLED AUNT MAY IN DAYS! SHE'LL BE WORRIED SICK ABOUT ME!
BETTER GIVE HER A JINGLE NOW--WHILE I HAVE THE CHANCE!

MY FACE MUST *STILL* BE SORE FROM THAT FIGHT WITH THE *VULTURE!*

IT EVEN *HURTS* WHEN I JUST MOVE MY *MASK!*

BUT I *HAVE* TO DO IT!

SHE'D WONDER WHY MY VOICE SOUNDS SO *MUFFLED!*

AUNT MAY! THIS IS PETER! FIRST CHANCE I'VE HAD TO *CALL* YOU!

I'M *FINE*-- BUT I'VE BEEN REAL *BUSY!*

I WAS SO *WORRIED!* WHERE *ARE* YOU?

I, EH, CAN'T *TELL* YOU RIGHT NOW!

YOU'VE NEVER *KEPT* THINGS FROM ME BEFORE! THERE'S SOMETHING *WRONG*--I JUST *KNOW* THERE IS!

WHY WON'T YOU *TELL* ME?

WHATEVER IT *IS*--I WANT TO *HELP!*

I NEVER SHOULD HAVE *DONE* IT! SHE'S MORE UPSET THAN *EVER* NOW!

THE LONGER I TALK--THE *WORSE* IT'LL BE!

I HAVE TO *HANG UP* NOW, AUNT MAY! BUT I'LL CALL BACK REAL *SOON!*

PLEASE DON'T WORRY! I *PROMISE* THAT I'M OKAY! *HONEST!*

I WAS A *FOOL!* IT DIDN'T DO A *BIT* OF GOOD!

THERE'S NO TELLING *WHAT* KIND OF TROUBLE SHE'LL THINK I'M IN!

AND, WITH HER *WEAK HEART*-- SHE *MUSTN'T* WORRY!

THIS TIME I'VE REALLY *DONE* IT!

NOW, MORE THAN *EVER*--I HAVE TO FINISH THIS *FAST*--AND EASE HER MIND *SOME-HOW!*

THWIPP!

THAT TAKES CARE OF THE *FUSES!*

NOW I'LL HAVE THE *DARKNESS* THAT I NEED!

SECONDS LATER--

RIGHT THIS WAY, GENTS!

WHERE'VE YA BEEN,? WHY'D THE LIGHTS GO OUT.?

I DID IT.!

WE'LL BE HARDER TO FIND IN THE DARK!

THE WEB-SLINGER'S MAKIN' SENSE,!

C'MON, LET'S GIT MOVIN'!

I'VE GOT TO LET THEM ALL PASS ME--EXCEPT THE LAST TWO--!

YOU'RE GOIN' FIRST, GRAMPS--JUST IN CASE THERE'S A WELCOMING COMMITTEE WAITIN' FOR US UP AHEAD!

THEY WON'T TRY ANY SHOOTIN' IF THEY KNOW THAT YOU'RE GONNA BE THEIR TARGET!

HEY, WHERE'S THE WALL-CRAWLER?

CAN'T MAKE 'IM OUT HERE IN THE DARK!

BE RIGHT WITH YOU, FRIEND!

JUST KEEP *GOING*, GANG! I'VE GOT EVERYTHING *MAPPED OUT* FOR US UP AHEAD!

WAIT! WHAT HAPPENED TO *MACK*--AND *GIMPY*?

I THOUGHT THEY WERE RIGHT HERE WITH *US!*

WHERE'D THEY CUT *OUT* TO?

I DON'T *LIKE* IT!

BETTER GO BACK 'N *LOOK* FOR 'EM!

?

THIS BLASTED *DARKNESS* IS GIVIN' *ALL* OF US THE SHAKES!

THEN, AFTER A FEW TENSE *MINUTES* PASS BY--

NO USE! THERE AINT A *SIGN* OF 'EM!

WHAT ABOUT *SPIDER-MAN!* HE'S SUPPOSED TO BE *LEADIN'* US!

THERE'S SOMETHIN' *FISHY* GOIN' ON HERE!

AND I'M GONNA FIND OUT WHAT IT *IS!*

HEY! WHAT WAS *THAT?*

JUST TRYING TO ANSWER HIS *QUESTION*, THAT'S ALL!

AND, SINCE *YOU* WERE NICE ENOUGH TO ASK--

THE *LEAST* I CAN DO IS *OBLIGE!*

FOUR DOWN-- *TWO* TO GO!

FIVE DOWN-- *ONE* TO GO!

THE *TOUGHEST* ONE!

SO LONG AS THE *LIGHTS* STAY OUT, MY *SPIDER SENSE* GIVES *ME* THE ADVANTAGE!

BUT I DON'T WANT CAPTAIN STACY *HURT!*

WHERE IS EVERY-ONE?

WHAT'S GOIN' *ON* HERE?

DUKE! RED! THE *REST* OF YA-- *SAY SOMETHIN'!*

PERFECT TIMING! THE AUXILIARY GENERATORS HAVE THE *SPOTLIGHTS* WORKING AGAIN!

THEY'RE ALL *WEBBED-UP!*

SPIDER-MAN DOUBLE-CROSSED US!

I'M *WARNIN'* YA! NO ONE'S TAKIN' *ME* ALIVE!

IF *I* DON'T MAKE IT, THAN NEITHER DOES *HE!*

SO GIT THEM *GATES* OPEN-- 'CAUSE I'M COMIN' *THRU!!*-- OR ELSE WE BOTH *GET* IT-- *TOGETHER!*

HE'S ALL WORKED UP --*DESPERATE*-- ON THE VERGE OF *PANIC!*

IT'S *NOW*-- OR *NEVER!*

PTUPPP!

MOVE, CAPTAIN!

PITCH YOURSELF FORWARD OUT OF HIS REACH!

ARHHH--!

YOU GRABBED FOR THE WEBBING-- JUST AS I HOPED YOU WOULD!

IT WAS MIGHTY COOPERATIVE OF YOU!

DON'T WORRY, CAPTAIN--

I'LL HAVE YOU UNTIED IN NO TIME!

I'M GRATEFUL TO YOU, SPIDER-MAN! I NEVER REALLY BELIEVED YOU'D THROW IN WITH THEIR KIND!

YOU MAY BE CERTAIN THAT I'LL TESTIFY IN YOUR BEHALF WHEN THE TIME COMES!

IN MY BEHALF?

YOU MEAN-- YOU EXPECT ME TO STAY HERE--AS A PRISONER-- TILL I COME TO TRIAL?

OF COURSE! YOU'VE DONE NOTHING WRONG-- IT'S YOUR CHANCE TO CLEAR YOURSELF!

CAN'T DO IT! THEY MIGHT DECIDE TO UNMASK ME!

WHAT IF THEY DO?

IF YOU'RE NOT A CRIMINAL, WHY HIDE YOUR IDENTITY?

BECAUSE OF AUNT MAY!--BUT I CAN'T TELL HIM THAT!

LOOK! IT'S ALL OVER!

CAPTAIN STACY! ARE YOU ALL RIGHT?

LUCKILY, I AM! THANKS TO SPIDER-MAN!

SPIDER-MAN?

BUT, HE ESCAPED! HE'S A FUGITIVE!

PERHAPS-- BUT THAT DOESN'T ALTER THE FACTS--

BECAUSE OF HIM, THE JAILBREAK WAS FOILED--

--AND I STAND BEFORE YOU-- UNHARMED!

MINUTES LATER, AT THE OFFICE OF THE DEPUTY COMMISSIONER--

SAY IT ISN'T SO! TELL ME IT NEVER HAPPENED!

THAT WEASELLY WALL-CRAWLER DIDN'T GET AWAY AGAIN!??

LET'S JUST SAY YOU CAN'T WIN THEM ALL, JONAH!

HE DID SMASH A JAIL-BREAK, YOU KNOW!

SMASH IT? HE PROBABLY STARTED IT-- JUST TO TAKE THE HEAT OFF HIM!

BUT HE WOULDN'T HAVE ESCAPED IF I HAD BEEN THERE!

THAT SO? HOW WOULD YOU HAVE MANAGED TO STOP HIM?

'CAUSE I'M SMARTER THAN HE IS, THAT'S HOW!

NO MORONIC, MASKED MEATHEAD LIKE SPIDER-MAN CAN GET THE BEST OF J. JONAH JAMESON!

HE COULD NEVER HIDE FROM ME-- AND HE KNOWS IT!

RAVE ON, CHUCKLES!

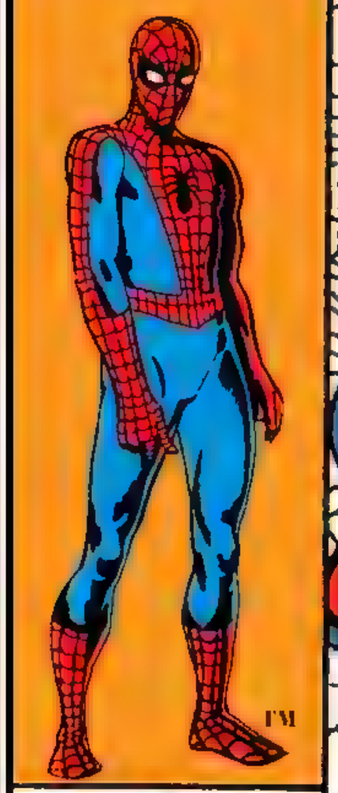
LIFE WOULD BE A BED OF ROSES IF YOU WERE MY ONLY HANG-UP!

NOW, BEFORE IT'S TOO LATE-- I'VE GOT TO SEE AUNT MAY!

BUT--WHAT AM I GOING TO SAY TO HER?

NEXT--

MYSTERIO



MARVEL™ COMICS GROUP

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the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

THE MADNESS OF MYSTERIO!

"RETAILERS: See page 32 for special display allowance plan."

ROMITA

THE AMAZING SPIDER-MAN!™

"THE MADNESS OF MYSTERIO!"

THE *STAGE* IS SET-- THE *PLAN* IS COMPLETED-- THE *TIME* HAS COME!

NOW, AFTER ALL THESE MONTHS--

MYSTERIO WILL HAVE HIS LONG-AWAITED, FATAL *REVENGE* UPON THE UNSUSPECTING *SPIDER-MAN!*

AND NOW, LET'S PROVE THAT THE MIGHTY MEN OF *MARVEL* HAVEN'T LOST THE MASTERS' TOUCH--!

BROUGHT TO YOU IN ALL ITS BRAIN-BLASTING BRILLIANCE, BY:
STAN (THE MAN) LEE *and* JOHNNY (RING-A-DING) ROMITA
AMAZINGLY ABETTED BY: *DAZZLIN'* DON HECK + *SLICK* MICK DEMEO
LOVINGLY LETTERED BY: *ADORABLE* A. SIMEK
WITH SPECIAL EFFECTS BY: I, FEARLESS FORBUSH

IT MAY SEEM TO BE NO MORE THAN A TABLE-TOP MODEL OF ANY TYPICAL AMUSEMENT PARK--

THE TYPE OF MOCK-UP I DESIGNED WHEN I WAS THE GREATEST SPECIAL EFFECTS MAN HOLLYWOOD HAS EVER KNOWN!

BUT, AS SPIDER-MAN WILL SOON FIND OUT--

IT'S MORE THAN IT SEEMS TO BE! --FAR, FAR MORE!

--JUST AS MYSTERIO HIMSELF IS FAR MORE DANGEROUS THAN EVER BEFORE!

EVEN MY ALL-CONCEALING HELMET CONTAINS A NEW PSYCHEDELIC POWER--DESIGNED ESPECIALLY FOR THE MASKED WALL-CRAWLER!

BUT, HE'LL LEARN OF IT HIMSELF-- ALL IN GOOD TIME!

AND, WHEN MY NEWEST--AND MY GREATEST WEAPON IS TRAINED UPON HIM--

IT'LL BE THE VERY LAST LESSON HE EVER LEARNS!

WHEN *LAST* WE BATTLED--JUST *ONE YEAR AGO*-- HE THOUGHT HE HAD *DEFEATED* MY HAPLESS PARTNER AND ME.!*

AND I'VE DONE ALL I COULD TO *ALLOW* HIM TO THINK SO-- IN ORDER TO LOWER HIS *GUARD!*

*AS PUNGENTLY PORTRAYED IN LAST YEAR'S *SPIDER-MAN SPECIAL*-- --AS IF WE HAVE TO TELL *YOU!* --SELF-CONFIDENT STAN.

"I WAS IN NO GREAT HURRY! GETTING MYSELF ASSIGNED TO THE PRISON *PHARMACY,* I SLOWLY, CAREFULLY ACCUMULATED THE *CHEMICALS* I NEEDED, UNTIL--"

AT LAST I HAVE EVERYTHING I *NEED!*

SO, IT'S TIME FOR *MYSTERIO* TO GRANT HIMSELF-- A *PARDON!*

NOW! HERE COMES THE *GUARD--!*

HEY! WHAT'S THAT PUFF OF *SMOKE?*

WHAT'S GOIN' *ON* IN THERE?

IT--IT'S STARTIN' TO *CLEAR!* NOW I CAN *SEE--!*

THE CELL'S EMPTY! HE'S GONE!

AND NOW-- THE TIME HAS COME-- FOR *MYSTERIO* TO LIVE AGAIN!

MY *FIRST* STEP WILL BE THE COMMISSION OF A *CRIME*--

IT MUST TAKE PLACE IN THE HEART OF *NEW YORK*--AND BE *COLORFUL* ENOUGH TO ATTRACT THE ATTENTION OF *SPIDER-MAN!*

BECAUSE I FIRST HAVE TO *FIND* HIM, BEFORE I CAN--*DESTROY* HIM!

AND DESTROY HIM I WILL!

I'VE *WORKED* TOO HARD--*WAITED* TOO LONG--*PLANNED* TOO WELL--FOR ANYTHING TO GO WRONG *NOW!*

BUT *NOW,* LET'S SEE WHAT'S SHAKIN' WITH OUR WEB-SWINGING VICTIM-TO-BE...

I LEFT MY *CLOTHES* AND MY *CAMERA* ATOP THE ROOF OF THE *DAILY BUGLE* WHILE I WAS BATTLING THE *VULTURE*--

AND AS LONG AS I'M *LOSING* MY WAR ON POVERTY, I CAN'T AFFORD TO KISS 'EM OFF!

FOR ONCE I'M IN *LUCK!* I FOUND MY *THREADS,* ANYWAY!

BUT I HOPE THE *CAMERA* ISN'T GONE!

IT TOOK ME *MONTHS* TO PAY FOR ALL ITS AUTOMATIC GIZMOS!

AHH, THERE IT IS!

COME TO SPIDEY, SWEETIE!

I'M SURE GLAD THEY HAVEN'T GOTTEN AROUND TO CLEANING UP THIS MESS YET!

JONAH'S PROBABLY TOO CHEAP TO BUY A BROOM!

AND, SPEAKING OF JOLLY JJJ, I WONDER IF HE'S STILL MAD AT POOR PETEY PARKER?

I COULD HARDLY TELL HIM WHY I HAD TO CUT OUT WHEN I WAS SUPPOSED TO BE SNAPPING THE VULTURE'S BATTLE WITH SPIDEY!

BUT THAT'S THE LEAST OF MY WORRIES RIGHT NOW!

I STILL HAVE TO DREAM UP SOME EXCUSE TO GIVE AUNT MAY FOR WHY I HAVEN'T SEEN HER FOR DAYS!

AND THAT WON'T BE EASY!

THEN, THERE'S NORMAN OSBORN! NOBODY KNOWS WHAT'S HAPPENED TO HIM!

IF HE SHOULD BECOME THE GREEN GOBLIN ONCE AGAIN-- I'M REALLY IN THE STEW!

AND GWEN STILL THINKS I'M STRICTLY FOR THE BIRDS!

BOY! MY BIGGEST PROBLEM IS --WHAT TO WORRY ABOUT FIRST?!!

FINALLY, AFTER A RESTLESS, SLEEPLESS NIGHT--

MIGHT AS WELL GET UP *EARLY*-- CAN'T SLEEP ANYWAY!

MY *BRUISES* SURE ARE HEALING FAST!

THAT'S *ONE* GOOD THING ABOUT MY SPIDER POWER-- I CAN *RECUPERATE* QUICKLY!

--PROBABLY THE *ONLY* GOOD THING ABOUT IT!

FOR ALL THE *LUCK* IT'S BROUGHT ME, I MIGHT AS WELL-- OH *NO!*

LOOK WHAT HAPPENED TO MY *SHIRT* IN ALL THAT DEBRIS!

GOOD THING *AUNT MAY* DOESN'T DO MY LAUNDRY ANY MORE--

SAVES ME A LOT OF *EXPLAIN-ING* LATELY!

WELL, I'D BETTER SEE *JAMESON* AND GET IT OVER WITH!

OH, PETER--ARE YOU SURE YOU *WANT* TO SEE HIM? HE'S FIT TO BE *TIED!*

BUT I WANT TO DISCUSS THOSE *VULTURE* PIX, BETTY!

I *KNOW*-- BUT THAT'S WHAT HE'S *MAD* ABOUT!

YOU! GET OUT OF MY OFFICE BEFORE I *THROW* YOU OUT!

BUT--I WANTED TO *TELL* YOU--

I *SAID* OUT!

YOU ALWAYS THOUGHT YOU HAD ME OVER A *BARREL*, BECAUSE YOU HAD THE BEST *PHOTOS* I COULD BUY, HUH?

WELL, NOT *THIS* TIME, SMART GUY!

WHILE *YOU* CHICKENED OUT ON ME-- I HAD A *STAFF MAN* SNAP ALL THE PIX I *NEED!*

SO GET *LOST*, PARKER! YOU'RE *FINISHED* HERE!

LEEDS! GET *IN* HERE! BRING ME THE PHOTOS OF THE *VULTURE!*

THEY OUGHT TO BE *DEVELOPED* BY NOW!

HAH! WHEN I THINK OF THAT *LOOK* ON PARKER'S UGLY FACE--!

BETTER *BRACE* YOURSELF, MR. J.--

YOUR SHUTTERBUG WAS SO *SCARED* WHEN HE SNAPPED THESE, THAT HIS *HANDS SHOOK*--

THESE-- ARE THE VULTURE???!

WANT ME TO SEE IF I CAN FIND *PARKER* FOR YOU?

DON'T SAY IT! DON'T *SAY* IT! NOT A *WORD*-- NOT A *SOUND!*

IT'S ALL A *DREAM*--A *NIGHTMARE*-- I'LL SOON *WAKE UP*--!

OH, THE PAIN! THE *PAIN!!*

WHILE A WORRIED, PENNILESS YOUTH HAS *HIS* PROBLEMS, TOO--

I DIDN'T WANT TO *THINK* OF IT--BUT, I *HAVE* TO--

IT'S THE *ONLY* WAY I CAN RAISE SOME MONEY!

BUT--THAT'S LESS THAN *HALF* WHAT IT COST ME--AND IT'S ALMOST *NEW!*

LOOK, I HAVE TO MAKE A PROFIT, TOO!

OKAY-- YOU'VE BOUGHT YOUR-SELF--A *CYCLE!*

C'MON, PARKER-- SNAP *OUT* OF IT! YOU CAN *ALWAYS* BUY ANOTHER BIKE!

WHAT'S *THAT?* WHY IS MY *SPIDER SENSE* TINGLING?

LOOK! IN THAT *ALLEY*--!

A SUDDEN PUFF OF *SMOKE*-- A *FIGURE* FORMING--!

SMOKE? A *FIGURE* FORMING--?

THAT CAN ONLY MEAN--!!

THE TIME HAS COME TO *SHOW* MYSELF ONCE MORE!

HELP! POLICE!

MYSTERIO!

MYSTERIO *INDEED!!* THE GREATEST *MYSTIC GENIUS* OF ALL TIME!

STAND ASIDE! I'VE NO TIME TO WASTE ON *NOBODIES!*

CAN'T ATTACK HIM *NOW*, HERE, IN FULL *VIEW* OF EVERYONE!

I'VE GOT TO *WAIT*-- TO BIDE MY TIME!

BUT, HOW DID HE GET *FREE*-- WHAT'S HE *AFTER*?

STOP HIM! HE'S A *MADMAN!* HE'S *DANGEROUS!*

HE APPEARED OUT OF *NOWHERE*--IN THE MIDDLE OF MY *STORE!*

I FIGURED IT WAS A *HOLDUP!* I GAVE HIM MY *CASH*--BUT HE JUST *LAUGHED*-- THREW IT ASIDE --AS IF IT WAS *WORTHLESS!*

HE SCARED ALL MY *CUSTOMERS* RIGHT OUT OF THE PLACE!

WHOA! *SLOW DOWN*, MISTER! HOW COULD HE APPEAR RIGHT OUT OF *NOWHERE*? OR, DO YOU MEAN--? *HEY!*

NOW THAT THE *SMOKE'S* CLEARING-- HE'S *GONE* AGAIN!

THAT'S HOW HE DID IT *BEFORE!* HE'S SOME KIND OF *MAGICIAN* OR SOME-THING!

HE'S *FADED* FROM SIGHT! AND YET-- I STILL *SENSE* HIM! BUT-- *HOW?*

HOLD IT, SON! *YOU* WERE THE CLOSEST! DID *YOU* SEE WHERE THAT JOKER RAN *OFF* TO!

IT LOOKED TO *ME* AS IF HE JUST *FADED AWAY!*

I THOUGHT SO *TOO!* BUT IT ISN'T *POSSIBLE!* THERE MUST BE AN *ANSWER!*

THERE *IS!* BUT ONLY *SPIDEY* CAN FIND IT!

I'VE GOT TO FIND A PLACE TO *CHANGE*-- AND *FAST!*

IF I *RUSH*, I MIGHT STILL-- *HEY, WAIT A MINUTE!*

WHY AM I BEING SUCH AN *EAGER BEAVER?*

EVEN IF I *NAB* HIM-- WHAT'LL *PETER PARKER* GET OUT OF IT?

LET THE *POLICE* TACKLE HIM! I'M *SICK* OF BEING A FALL GUY!

I'M NOT FORGETTING MY OATH!

IF SOMEONE'S IN DANGER, I'LL STILL KNOCK MYSELF OUT TO HELP!

KEEP NY LEAN

BUT EVERY TIME I GO TEARING OUT AFTER SOME NUTTY COSTUMED CREEP, THE ONLY ONE WHO ENDS UP GETTING IT IN THE NECK IS ME!

MEAN-WHILE, RIGHT UNDER PETER'S FEET--

I WAS CERTAIN SPIDER-MAN WOULD HAVE HEARD OF MY APPEARANCE AND COME AFTER ME!

BUT, I CAN AFFORD TO BE PATIENT! SOONER OR LATER I'LL FIND HIM--AND FINISH HIM--FOREVER!

ALTHOUGH, IT SOMETIMES SEEMS TO US THAT HIS OWN WORRIES MAY ONE DAY "FINISH" HIM, WITHOUT ANY OUTSIDE HELP--

I'VE SPENT YEARS RISKING MY NECK FIGHTING CRIME, AND WHERE'D IT GET ME?

BUS

I HADDA SELL MY BIKE--TO KEEP FROM GOING BROKE!

PETER!

WHAT HAPPENS NEXT--WHEN I'VE NOTHING LEFT TO SELL?

I'VE BEEN SEARCHING ALL OVER FOR YOU!

I WAS AFRAID I'D NEVER FIND YOU!

GWEN!

I DON'T GET IT! I--I THOUGHT --YOU WERE THRU WITH ME!

OH NO, PETER--NO!

DAD EXPLAINED EVERYTHING--HOW YOU WEREN'T TO BLAME--FOR WHAT HAPPENED!

GWENDY! IT'S--MORE THAN I--DARED TO HOPE--!

ALL THIS TIME--I'VE BEEN FEELING *SORRY* FOR MYSELF --UNWILLING TO ADMIT--I WAS JUST CARRYING A KING-SIZED *TORCH*-- FOR *YOU!*

OH, PETER--*PETER* --IT WAS AS THOUGH MY WHOLE *WORLD* HAD COME TO AN END!

BUT, NOT ANY *MORE*--!

SUDDENLY--WITH *YOU* IN MY ARMS AGAIN--EVERYTHING SEEMS *RIGHT* AGAIN!

NO MATTER *WHAT* HAPPENS NOW--NO MATTER *WHAT* NEW PROBLEMS MAY COME ALONG--THEY WON'T MEAN A *THING!*

DON'T *TALK*, MR. PARKER! JUST *HOLD* ME-- SO YOU WON'T SEE ME *CRY!*

MINUTES LATER, AFTER OUR CUDDLING COUPLE HAVE REGAINED THEIR COMPOSURE--

I CAN'T LET YOU *GO* SO SOON, GWENDY!

IT'LL TASTE LIKE *NECTAR* WITH YOU-- MAN O' MINE!

HOW ABOUT SOME JAVA-- AT THE *COFFEE BEAN?*

HEY, *PARKER!* *GWEN STACY!* WADDAYA *SAY?* HOW'S ABOUT *JOININ'* US?

DO YOU *HEAR* ANYTHING, GWENDOLYN?

ONLY THE PITTER-PATTER OF MY HAPPY *HEART*, JOY BOY!

WOULD YOU BELIEVE I'M *NUTS* ABOUT YOU?

TRY *TELLING* ME-- AND *SEE!*

WHILE, DIRECTLY ACROSS TOWN, DAILY BUGLE CITY EDITOR, JOE ROBERTSON, JOINS GWEN'S DAD FOR LUNCH--FOR A SOMEWHAT DIFFERENT REASON--

YOU SAY YOU WANT TO TALK TO ME ABOUT *SPIDER-MAN*, MISTER ROBERTSON?

THAT'S *RIGHT*, CAPTAIN STACY! I KNOW THAT *YOU'RE* INTERESTED IN THE WEB-SLINGER ALSO!

IT'S MORE THAN A CASUAL INTEREST!

HE ONCE SAVED THE *LIVES* OF MY DAUGHTER GWEN AND MYSELF-- WHEN WE WERE MENACED BY THE *KINGPIN!*

THAT'S JUST *IT!* HE SAVED *JAMESON* AND *ME*, TOO-- WHEN THE *VULTURE* ALMOST KILLED US! --ALTHOUGH *JONAH* NEVER *ADMITTED* IT!

WELL, SIR-- IT SEEMS WE *DO* HAVE QUITE A BIT IN COMMON!

OF COURSE, MY INTEREST IN SPIDER-MAN IS PROFESSIONAL!

I'D LIKE TO UNEARTH ENOUGH INFORMATION ABOUT HIM TO MAKE A PAGE-ONE STORY!

AS A CRIMINOLOGIST, MY INTEREST IS PROFESSIONAL TOO!

BUT I SUSPECT WE BOTH FEEL HE'S MISUNDERSTOOD!

IF I COULD JUST CONVINCE JAMESON THAT HE'S WRONG ABOUT THE WEB-SLINGER!

HIS HATRED OF HIM IS ALMOST PSYCHOTIC!

WHAT DO YOU THINK SPIDER-MAN'S REAL MOTIVES ARE?

HE SEEMS DRIVEN--BY SOME STRANGE, INNER COMPULSION!

SOMETHING MUST HAVE HAPPENED --IN HIS PAST!

FINALLY--

SOMEHOW, I CAN'T ESCAPE THE NAGGING FEELING THAT I KNOW HIM!

WE BOTH HAVE REASON TO FEEL THAT HE KNOWS US, AT ANY RATE!

WELL LET'S KEEP IN TOUCH, CAPTAIN STACY!

BY ALL MEANS!

I THINK WE SHOULD COMPARE NOTES MORE OFTEN!

AND, WHETHER THAT LITTLE MEETING BODES GOOD--OR BAD FOR SPIDEY, ONLY TIME WILL TELL! MEANWHILE--

NO MATTER HOW MANY THINGS ARE GOING WRONG IN MY LIFE--

NOW THAT I HAVE GWEN AGAIN-- NOTHING'LL EVER MAKE ME TOSS IN THE TOWEL!

6TH AVE

I HOPE HARRY'S HOME! I'D LIKE TO--

WELL! SPEAK OF THE DEVIL!

PETE! I WAS WONDERING WHERE YOU WERE!

BUS STOP

ANY WORD FROM YOUR DAD YET?

NO--DON'T BOTHER ANSWERING! I CAN TELL BY YOUR FACE!

BUT, YOU'VE GOTTA GET HOLD OF YOURSELF, MAN! IT CAN'T BE ALL THAT BAD!

IT IS, PETE! I KNOW IT!

I HAVE A FEELING--THAT I'LL NEVER SEE MY FATHER-- AGAIN!

THAT'S NOT LIKE YOU, BUDDY! WHAT ABOUT HIS FACTORY? MAYBE HE'S RETURNED! LET'S TRY IT!

SURE--SURE! ANYTHING YOU SAY!

BUT, UPON REACHING THE SPRAWLING PLANT--

NO, YOUR FATHER HASN'T BEEN HERE FOR *DAYS!*

WE FIGURED HE'S ON *VACATION!*

OSBORN

THE *FOOLS!* DID THEY THINK *NORMAN OSBORN* WOULDN'T HAVE A *DOZEN* WAYS TO ENTER HIS OWN FACTORY WITHOUT BEING *SEEN?*

AS THE MULTI-POWERED *GREEN GOBLIN,* I CAN GLIDE OVER *ANY* FENCE OR GATE!

HAH! IF THAT LILY-LIVERED *SON* OF MINE EVER SUSPECTED WHO I REALLY *AM--!*

BUT, *LET* HIM SEARCH FOR ME--

HIM--AND THAT HOLIER-THAN-THOU *ROOMMATE* OF HIS!

HIS *ROOMMATE!*

WHY DOES THE MERE *THOUGHT* OF HIM MAKE MY *BLOOD* BOIL?

I WON'T BE IN THE *DARK* MUCH LONGER!

MY MEMORY GETS *CLEARER* WITH EACH PASSING SECOND!

I CAN'T EVEN TELL *HARRY* THE TRUTH ABOUT HIS FATHER!

BUT IF OSBORN BECOMES THE *GOBLIN* AGAIN--AND REMEMBERS WHO *I* AM--THAT'LL SINK *EVERYTHING!*

WOULD YOU DROP ME AT MY *AUNT MAY'S* HARR?

OSBORN

MIGHT AS WELL...

THERE'S NO PLACE LEFT TO LOOK!

SURE YOU WON'T COME *IN?*

NO THANKS, PETE! I WANNA KEEP *DRIVING!*

IT'S THE ONLY THING THAT *RELAXES* ME!

AND THERE'S ALWAYS THE *CHANCE*--I'LL CATCH A *GLIMPSE* OF HIM!

OKAY, HARRY! I UNDER-STAND!

I'LL SEE YOU LATER ON!

AND TAKE IT *EASY,* HEAR?

IT'S JUST AS WELL HE *DIDN'T* JOIN ME!

AUNT MAY IS SURE TO HAVE A MILLION *QUESTIONS* TO ASK!

OH NO!

THAT'S HER *VOICE!*

WHAT'S *WRONG?* WHAT'S *HAPPEN-ING* IN THERE??

AUNT MAY!

ARE YOU ALL RIGHT?

SPRAKK

NOBODY HERE!

SHE MUST BE--IN THE *NEXT* ROOM!

AUNT MAY! WHAT *IS* IT? WHAT'S *WRONG?*

PETER! IS IT--REALLY *YOU?*

OH, THANK HEAVEN YOU'RE *HERE!*

AT FIRST--I THOUGHT IT WAS JUST--SOME SORT OF *SCIENCE FICTION* SHOW--

BUT, IT *ISN'T!* IT'S *REAL!*

WHAT'S REAL? WHAT DO YOU *MEAN?*

ON THE TV--I--I CAN'T EVEN BEAR TO *LOOK!*

IT'S THAT HORRIBLE CREATURE--WHO CALLS HIMSELF *MYSTERIO!* HE'S BROKEN INTO--ALL THE *CHANNELS!*

HE'S MAKING THE MOST AWFUL *THREATS*--TO DESTROY THE ENTIRE *CITY!*

SO *THAT'S* WHAT IT IS!

HE'S ONLY USING *IMAGES*--*SPECIAL EFFECTS!*

HE'S A *MASTER* OF SUCH THINGS!

THE SIGHT YOU ARE WITNESSING IS MERELY A *FANTASY!* BUT, IT *COULD* HAPPEN!

MYSTERIO HAS THE POWER TO *DO* IT--JUST AS I HAVE THE POWER TO *PRE-EMPT* THE TV SHOW YOU WERE WATCHING!

BUT FIRST--I SHALL *DESTROY* MY GREATEST ENEMY--

HE KNOWS WHO I MEAN--AND HE KNOWS--THAT I CAN *DO* IT!

HE'S MORE *ARROGANT*-- MORE *SURE* OF HIMSELF THAN EVER BEFORE!

IT MUST MEAN THAT HIS *POWER* IS GREATER THAN IT WAS!

I WAS SO *WORRIED* ABOUT YOU, PETER! I DIDN'T KNOW WHERE YOU *WERE*-- AND, WITH SUCH A *MONSTER* RUNNING LOOSE IN THE CITY--!

AND *NOW*-- BEFORE THE EYES OF *MILLIONS*-- I CHALLENGE THE DOOMED *SPIDER-MAN* TO MEET ME--AT A PLACE THAT ONLY *WE TWO* KNOW--

THE PLACE WHERE WE HAD OUR *FIRST* BATTLE--AND WHERE WE'LL NOW HAVE--OUR *FINAL* ONE!

THAT *SPIDER-MAN* --ACCORDING TO THE *DAILY BUGLE*-- HE'S JUST AS *BAD!*

WHERE WILL IT ALL *END*??

YOU *KNOW* YOU'RE NOT SUPPOSED TO GET *UPSET!*

PETER! IS THAT *YOU?* I WENT OUT TO DO SOME SHOP-PING, AND--*OH!*

LOOK AT YOU-- ALL PALE AND TREMBLING!

WHAT--WHAT'S WRONG WITH *MAY??*

NOW JUST LIE DOWN HERE--AND *FORGET* ABOUT MYSTERIO--AND SPIDER-MAN --AND *EVERYONE!*

SOME-THING ON TV-- GAVE HER A *SHOCK!*

I THINK-- WE'D BETTER CALL THE *DOCTOR* FOR HER!

WOULD *YOU* PHONE HIM, MRS, WATSON! I'VE GOT SOME-THING TO DO--THAT CAN'T *WAIT!*

WHAT CAN BE SO *URGENT*--TO TAKE YOU AWAY FROM YOUR *AUNT* AT A TIME LIKE THIS?

HAVEN'T TIME TO EXPLAIN --BUT THERE'S NOTHING MORE *I* CAN DO HERE!

PERHAPS-- I JUST NEED-- A LITTLE SLEEP--

THE BEST THING I CAN *DO* FOR HER-- IS TO POLISH OFF *MYSTERIO!*

IF I CAN MAKE HER FEEL THAT THE CITY *ISN'T* A JUNGLE--THAT LAW-ABIDING PEOPLE CAN *STILL* LIVE IN SAFETY--!

THIS IS *IT*--THE PLACE WHERE WE FIRST *FOUGHT!*

EVEN THOUGH THE OLD STUDIO BUILDING IS ALL *BOARDED-UP* NOW, MY *SPIDEY SENSE* IS TINGLING LIKE MAD!

AND THAT MEANS *MYSTERIO* IS WAITING FOR ME--INSIDE!

STUDIO

NO NEED TO TRY *SNEAKING UP* ON HIM--HE *KNOWS* I'M COMING!

SO I'LL JUST *TEAR* THRU THIS CORRUGATED STEEL DOOR--NO MATTER *HOW* MUCH NOISE IT MAKES--!

BEST BUY U.S.A. DEFENSE BONDS

TORAGE HOUSE

SKREE!

SO *SOON*, SPIDER-MAN?

I DIDN'T THINK YOU'D BE IN SUCH A *RUSH*--TO FACE YOUR FINAL *WATERLOO!*

OR DO YOU *HAVE* TO RUSH BECAUSE YOU *RENT* THAT CORNY COSTUME BY THE *HOUR?*

SKIP THE *SARCASM*, MYSTERIO--!

IT'LL TAKE *MORE* THAN SOME HOKEY *CHATTER* TO SAVE YOURSELF *NOW!*

YOU--THREATENING *ME?*

THAT'S THE BIGGEST LAUGH *YET!*

OKAY, BOWL-HEAD-- LAUGH!

ONCE I GET AHOLD OF YOU, I'LL--

WHA-?? HE'S GONE!

HOW VERY PERCEPTIVE OF YOU TO NOTICE THAT!

TAKE IT EASY, SPIDEY! REMEMBER-- HE'S THE TRICKIEST FOE OF ALL!

IT DOESN'T MATTER WHETHER THEY'RE JUST CLEVER STUNTS--OR ACTUAL MAGIC--

HE'S STILL ABLE TO VANISH-- AND THEN REAPPEAR AGAIN-- LIKE A GHOST!

MIGHT AS WELL SHOW YOURSELF, MISTER!

YOU CAN'T HIDE IN A SMOKE SCREEN FOREVER!

DON'T COUNT ON IT, YOU FOOL!

THOK!

-UNHH!-

PERHAPS THIS WILL SERVE TO TEACH YOU--

RAP!

--THAT MYSTERIO IS FAR, FAR MORE--

ZOK!

--MORE THAN A BRILLIANT TRICKSTER!

THUM!

WELL, WEB-HEAD--??

KEEP TALKIN', CHARLIE! MY INNING'S COMING UP--!

OKAY, BIG MAN-- NOW WE'LL DO IT MY WAY!

SO! YOU EXPECT YOUR WALL-CRAWLING POWERS TO BEAT ME, EH?

WELL, SINCE YOUR FINISH IS ALMOST HERE--I'LL REVEAL MYSELF--

IN ORDER TO POINT OUT YOUR FINAL RESTING PLACE--!

A TABLE-TOP MODEL OF AN AMUSEMENT PARK! BIG DEAL!

IT'S A FAR BIGGER DEAL THAN YOU CAN POSSIBLY SUSPECT!

SOME GUYS COLLECT BOTTLE TOPS--

BUT YOUR THING IS TOY AMUSEMENT PARKS! SO CONGRATULATIONS!

HE'S HEADING FOR THAT NUTTY-LOOKING GUN-GIZMO! IS THAT THE TRAP HE'S SET?

YES, WE ALL HAVE OUR LITTLE IDIOSYNCRACIES!

YOU CAN SAY THAT AGAIN!

NOW MY HANG-UP IS A SIMPLE ONE-- I DON'T LIKE BEING USED FOR TARGET PRACTICE!

HOW SAD! IT'S TOO LATE FOR YOU TO PREVENT IT NOW!

SURELY YOU DON'T THINK I WEAR THIS *CLOAK* MERELY FOR *SHOW*?

SEE HOW *EASILY* IT CAN BE USED-- TO *TANGLE* ANY FOE!

AND, THE MORE YOU *STRUGGLE*--

THE LESS *GOOD* IT WILL DO YOU!

HE'S MANAGED TO *VANISH* AGAIN!

I'M JUST TAKING SWINGS AT AN *EMPTY* CLOAK!

HE WANTED TO *DELAY* ME--

LONG ENOUGH FOR HIM TO REACH THAT DEADLY-LOOKING *GADGET*!

AND HE'S PROBABLY *GRABBED* IT BY NOW!

I WAS *RIGHT*! THERE HE *IS*!

THIS IS THE MOMENT I'VE BEEN *WAITING* FOR--!

CLICK

HE'S *ACTIVATED* IT!

QUICK-THINKING, SPIDER-MAN!

YOU MOVED SO QUICKLY THAT ANY OTHER WEAPON WOULD HAVE MISSED YOU!

BUT, FORTUNATELY, MY WEAPON DOESN'T NEED TO SCORE A DIRECT HIT--!

EVERYTHING'S SPINNING AROUND!--IT-- FEELS LIKE-- I'M DYING--

WHAT'S HAPPENING TO ME? I KNOW I'M NOT HURT! AND YET--!

--AND, BEING BORN AGAIN--ALL AT THE SAME TIME!

THE WHOLE WORLD-- IS CHANGING-- WHIRLING--GOING STARK, RAVING MAD!!

WHAT DOES IT MEAN? --WHERE WILL IT END--?

EVERYTHING STOPPED! THE SMOKE IS CLEARING!

THERE'S NO SOUND! I--NEVER HEARD-- SUCH SILENCE BEFORE!

WHY--DO I FEEL--SO STRANGELY DIFFERENT??

NO! IT CAN'T BE!! IT CAN'T--!!

BUT IT *IS*, YOU HELPLESS FOOL! IT *IS!*

AND, THE *GREATEST* FEATURE OF MY *TRIUMPH* IS THIS--

IN THE FEW MINUTES OF *LIFE* WHICH REMAIN FOR YOU--YOU WILL NEVER REALLY KNOW *WHAT* HAS HAPPENED TO YOU--OR *WHY*--OR EVEN *HOW!*

BUT, IT NO LONGER REALLY *MATTERS*--

NO ONE WHO IS ONLY ***SIX INCHES HIGH*** CAN SAVE HIMSELF FROM TOTAL *ANNIHILATION* --AT THE HANDS OF-- ***MYSTERIO!!***

FUN FUN FUN

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NEXT:

TO SQUASH A SPIDER!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. 67 DEC

ROMITA

THE AMAZING SPIDER-MAN!™

"TO SQUASH A SPIDER!"

TRAPPED BY THE MADLY MURDEROUS *MYSTERIO*, OUR HAPLESS WEB-SPINNER SUDDENLY *REGAINS CONSCIOUSNESS*, ONLY TO FIND THAT HE HAS BECOME-- *SIX INCHES TALL!* AND THEN--

HE'S-- TRYING TO-- *SQUASH* ME!!

NO *WONDER* IT'S GREAT! LOOK WHO *DID* IT--
STAN LEE *and* **JOHNNY ROMITA**
WRITER and ARTIST

JIM (MADMAN) MOONEY.--*EMBELLISHER*
LETTERED BY: **ARTIE SIMEK**

HOW DID IT HAPPEN?? HOW DID HE MAKE ME SO SMALL??

THOOM!!

MINUTES BEFORE HE HIT ME WITH THAT WEAPON OF HIS, THIS WAS JUST A TABLE-TOP MODEL OF AN AMUSEMENT PARK--!

NOW-- IMPOSSIBLE AS IT SEEMS-- EVERYTHING HAS BECOME LIFE SIZE--!

BEWILDERED, SPIDER-MAN?? GOOD!

--THAT'S JUST THE WAY I PLANNED IT!

NO MATTER HOW FAST YOU MOVE--

WHAT CHANCE HAS A SIX-INCH NOBODY AGAINST THE MYSTIC MIGHT OF-- MYSTERIO?!!

THAT'S JUST WHAT I'VE BEEN WONDERING!

HE *CRUSHED* THAT METAL POLE WITH *ONE* GIGANTIC HAND!

BUT NOW HE'S *VANISHED*-- IN ANOTHER PUFF OF *SMOKE!*

WHY? WHY WOULD HE TRY TO *HIDE*, IF MY PLIGHT IS SO *HOPELESS?*

CONGRATU-LATIONS, LITTLE MAN! YOU *DODGED* MY BLOW JUST IN *TIME!*

IF YOU'RE WONDERING WHY I'VE *CONCEALED* MYSELF--I'LL SET YOUR DOUBTS TO *REST!*

MERELY *CRUSHING* YOU IS ALMOST TOO *EASY!* FIRST, I'LL *MYSTIFY* YOU--TO THE POINT OF *MADNESS!*

UH OH! SOMETHING *HURTLING* TOWARDS ME--OUT OF THE *MIST*--!

IT'S A GIGANTIC, CLENCHED *FIST!*

WHEW! SMALL AS I AM--IT FELT LIKE A *MISSILE* ZOOMING PAST!

BY *NOW*, YOU ARE UNDOUBTEDLY AWARE THAT I AM MERELY *TOYING* WITH YOU!

THIS WOULD ALMOST BE *LAUGHABLE*-- IF I DIDN'T KNOW HE *MEANS* IT!

--AND IF I DIDN'T FEEL AS THOUGH I'M TRAPPED IN A FULL-TIME *NIGHTMARE!*

BUT, YOU'LL NEVER KNOW WHEN MY *REAL* ATTACK WILL BE LAUNCHED!

PERHAPS-- YOUR TIME IS-- NOW?!!

NOT IF I CAN HELP IT!

AND IT LOOKS LIKE I CAN!

CAN'T STAY LUCKY FOREVER!

I'VE GOT TO FIND A HIDING PLACE --TO GAIN SOME TIME-- TO THINK THIS OUT!

SPTAP!

THWIPP!

THWIPP!

IF I CAN MAKE IT THRU THIS *DOORWAY*--

I'LL TRY TO *LOSE* MYSELF IN THE *SHADOWS* INSIDE!

EVERYTHING IN HERE LOOKS SO *REAL*--SO *AUTHENTIC*!

MYSTERIO IS A *GENIUS*--TO GET SUCH *DETAIL* IN AN OBJECT THE SIZE OF A *DOLL'S HOUSE*!

WHAT'S *THIS*?? SOMETHING *DROPPING*-- FROM THE *CEILING*--!!

MIRRORS! AN ENTIRE *SERIES* OF THEM!

IT'S A *TRAP*! HE *EXPECTED* ME TO HIDE IN HERE!

BAM!

THUMP

NOW THAT YOU'RE MY RELUCTANT *GUEST*, SPIDER-MAN--

DON'T THINK I'LL *FORGET* ABOUT YOU!

CLICK!

THE MIRRORED WALLS ARE *MOVING!*

THEY'RE GROUPING THEMSELVES INTO A *CIRCLE--!*

A CIRCLE THAT'S *CLOSING IN* ON ME!

IF I CAN'T BREAK *FREE--* I'M *DONE FOR!*

CALL IT *EXTRA-SENSORY PERCEPTION--* CALL IT A FANTASTIC *COINCIDENCE--* CALL IT WHAT YOU WILL--BUT, AT THAT VERY MOMENT, AT THE HOME OF ELDERLY *MAY PARKER--*

PETER!!

PETER-- WHERE *ARE* YOU?

MAY! I THOUGHT YOU WERE *ASLEEP!*

I *WAS*, ANNA!

I MUST HAVE BEEN HAVING-- A BAD *DREAM!*

I SEEMED TO FEEL THAT *PETER* WAS IN SOME TERRIBLE *DANGER!*

IT'LL BE *ALL RIGHT*, DEAR!

I THINK I HEAR THE *DOCTOR* ARRIVING--!

LOOK AT THAT DOOR! WHAT ON EARTH HAPPENED HERE?*

NO WONDER POOR MRS. PARKER'S NERVES ARE SHOT!

WHERE'S THAT FOOTLOOSE NEPHEW OF HERS?

HE'S NEVER HERE WHEN HE'S NEEDED!

*PETEY BROKE IT LAST ISH WHEN HE RACED IN UPON HEARING THE ANGUISHED CRY OF HIS AUNT--REMEMBER?--STAINLESS STAN.

OH, DOCTOR--I'M SO GLAD YOU'RE HERE!

MAY HAS BEEN--FEELING POORLY AGAIN!

BUT--I'M ALL RIGHT NOW!

LET ME BE THE JUDGE OF THAT, MRS. PARKER!

MOMENTS LATER--

YOU MUSTN'T LET THINGS UPSET YOU!

THE SLIGHTEST STRAIN--OR BIT OF TENSION, CAN BRING ON ANOTHER ATTACK!

I KNEW IT! THE POOR DEAR STILL HASN'T FULLY RECOVERED!

AND EACH NEW BOUT LEAVES YOU WEAKER THAN THE LAST!

FOR A MOMENT, I CONSIDERED SENDING YOU TO THE HOSPITAL --FOR COMPLETE REST AND ISOLATION!

BUT, I'D RATHER NOT MOVE YOU RIGHT NOW--SO WE'LL LEAVE THINGS AS THEY ARE!

IF YOU SHOULD NEED ANY-THING--

OH, DON'T WORRY, DOCTOR! I HAVE MY DEAR FRIEND ANNA--AND, OF COURSE--MY DEVOTED NEPHEW--PETER!

DEVOTED? HE NEVER SEEMS TO BE HERE!

HE'S THE BEST NEPHEW--IN THE WORLD!

AMAZING HOW SHE LOVES THAT USELESS TEEN-AGER!

DOCTOR--IS THERE ANYTHING I CAN DO--ANYTHING I SHOULD KNOW--?

IT'S THE SAME AS BEFORE, I'M AFRAID!

MRS. PARKER IS VERY WEAK! SHE MUST BE SHIELDED FROM ANY WORRY--AND SUDDEN SHOCKS!

AND THE BEST THERAPY WOULD BE MORE FREQUENT VISITS FROM THAT FLIGHTY NEPHEW OF HERS!

OKAY! SOAP OPERA TIME'S OVER! NOW, BACK TO THE COLD, CRUEL, CALLOUS WORLD OUTSIDE--

IT'S BEEN HOURS SINCE MYSTERIO ISSUED A PUBLIC CHALLENGE TO THAT SLIMY, SPINELESS SPIDER-MAN!

I WANT A FOLLOW-UP STORY! I WANT NEWS, ROBERTSON--NEWS! N-E-W-S!

I KNOW HOW TO SPELL IT, JJ.!

BUT NO ONE CAN WRITE IT UP--UNTIL IT HAPPENS!

WHERE *IS* SPIDER-MAN? WHERE *IS* MYSTERIO?

THIS IS A *NEWSPAPER!!* WHY CAN'T I GET ANY *NEWS* WHEN I WANT IT??

DO I HAVE *REPORTERS* --OR *OSTRICHES?*

ANY-THING *WRONG,* ROBBIE?

WELL, IF YOU LISTEN TO JOLLY *JONAH,* IT'S THE END OF THE *WORLD!*

HE'S WAITING FOR A REPORT ABOUT *SPIDEY*--OR *MYSTERIO!*

I'LL SCOUT AROUND AND SEE IF I CAN *LEARN* ANYTHING!

THEN I'D BETTER HOPE YOU *DON'T* LEARN ANYTHING, NED--SO YOU WON'T BE *LATE!*

I WONDER IF *CAPTAIN STACY* HAS ANY NEW THEORIES?

DON'T FORGET OUR *DINNER DATE* TONIGHT, HONEY!

I THINK I'LL GIVE HIM A *RING!*

MEANWHILE...

NO NEED TO *WORRY,* SPIDER-MAN--

THE WALLS WHICH ARE *CLOSING IN* ON YOU ARE MERELY MADE OF *GLASS--*

SURELY YOUR SUPER-STRENGTH CAN *SHATTER* THEM WITH EASE!

BUT, PERHAPS I SHOULD *WARN* YOU--

THEY'RE *COATED* WITH A THIN FILM OF LETHAL *POISON!*

THE SLIGHTEST *SCRATCH* WOULD MEAN "FAREWELL, SPIDER-MAN"!

AND I CAN'T BREAK A *MIRROR* WITHOUT GETTING *SCRATCHED!*

OR, SO HE *THINKS!*

MY *FIRST* JOB IS TO GAIN SOME *TIME!*

MAYBE MY *WEBBING* CAN CLOG THE MECHANISM-- AND *SLOW* IT DOWN!

THWIP!

I ONLY *NEED* A FEW SECONDS!

IT *WORKED!* THEY'RE *STILL* CLOSING IN-- BUT *SLOWER!*

IT GIVES ME TIME FOR *ONE LAST MOVE--!*

I HATE TO USE UP THIS MUCH *WEBBING* AT ONE TIME--

BUT I HAVEN'T ANY *CHOICE*--

I'VE *GOT* TO MAKE SURE I WRAP IT AROUND ME *THICK* ENOUGH--

--SO THAT I CAN *BREAK* THRU THE *GLASS*-- WITHOUT GETTING *SCRATCHED!*

CRASSH!

VERY *CLEVER*, LITTLE MAN!

BUT DON'T THINK *THAT* WILL SAVE YOU!

BEHIND THE GLASS--

I'M FALLING INTO-- *DEEP WATER!*

BEING PULLED *DOWN*-- BY A POWERFUL *UNDERTOW!*

MYSTERIO LEFT NOTHING TO CHANCE!

EVERY TRAP LEADS TO ANOTHER!

AND EACH IS MORE UNEXPECTED --MORE DEADLY!

BUT, EVEN IF I DO-- EVEN IF I ESCAPE-- WHAT THEN?

HOW CAN I FACE LIFE-- SIX INCHES TALL,??!

I'VE GOT TO REACH AIR-- BEFORE MY BREATH GIVES OUT!

NO! I MUSTN'T THINK OF THAT-- MUSTN'T STOP TRYING-- NO MATTER WHAT!

HOW MUCH-- LONGER?

IF NOT FOR --SPIDER POWER-- LUNGS WOULD HAVE-- GIVEN OUT BY NOW--!

CURRENT MUST BE-- TAKING ME-- SOMEWHERE!

WON'T--WASTE ENERGY--FIGHTING IT! I'LL LET IT --CARRY ME ALONG-- UNTIL--

AIR!

I--I MADE IT!

BUT--I'M *NO* BETTER OFF!

I'VE SURFACED IN SOME SORT OF *HOUSE OF HORRORS!*

EVEN IN THE *DARK*, I CAN SENSE THE *BLADE* SWOOPING TOWARDS ME!

BUT, UNLIKE THE *USUAL* AMUSEMENT PARK--

ALL THE SCARY *GIMMICKS* HERE-- ARE ACTUALLY *FOR REAL!*

I THREW MYSELF *BACK*--OUT OF THE WAY-- JUST IN *TIME!*

BUT I CAN'T KEEP TRYING TO *DODGE* THAT THING!

I'VE GOT A *BETTER* IDEA--!

THERE'S NO WAY FOR IT TO *NAIL* ME-- IF I'M *HOLDING ON!*

STILL THERE, MYSTERIO?

I *HOPE SO*-- 'CAUSE I'M *STILL* GONNA WHITTLE YOU DOWN TO *SIZE!*

I'LL LET ITS *SWING* LIFT ME *OUT* OF HERE--

AND THEN-- *TAKE OFF!*

YOU EXPECT TO *SAVE* YOURSELF BY LETTING MY *BLADE* HURL YOU ONTO THAT *WALL?*

I DIDN'T THINK YOU WERE SO *NAIVE!*

HE'S STILL *WATCHING*-- AS I *KNEW* HE'D BE!

HE HASN'T ALLOWED ME A *SECOND* TO STOP--TO *THINK!*

WHY? WHY DOES HE THROW THINGS AT ME SO *FAST?*

IT'S ALMOST AS THOUGH HE'S *AFRAID* TO GIVE ME A BREATHING SPELL!

NOW--IF I CAN ONLY LEARN THE REASON *WHY!*

PLANNING TO LEAVE MY *TUNNEL OF FEAR* SO *SOON?*

SURELY YOU DON'T WANT ME TO THINK YOU DON'T *APPRECIATE* MY HOSPITALITY?

THERE HE IS!

HE'S AS *HUGE* AS EVER! TO *HIM*, THIS MUST BE LIKE AN *ANT HILL!*

--AND *I'M* JUST A CAPTIVE *SPIDER!*

DON'T *WORRY*, LITTLE ONE!

THE *ENTERTAIN-MENT* IS NOT YET *OVER!*

I THOUGHT YOU'D HAVE *CRACKED* BY NOW!

BUT, NO MATTER! *MYSTERIO* CAN AFFORD TO *WAIT!*

I--THOUGHT THESE *WATER SERPENTS*-- WERE JUST FOR *SHOW!*

SEALING HIS *JAWS* SHUT IS AN *IDLE GESTURE,* SPIDER-MAN--

--CONSIDERING THAT HIS SERPENTINE *ARMS* ARE ALL HE NEEDS!

HE--ISN'T *REAL!* HE *CAN'T* BE!

HE'S *ANOTHER* OF-- MYSTERIO'S *TRICKS!* AND YET-- I CAN'T-- *BREATHE--!*

REAL--OR *NOT* --IF I DON'T-- BREAK HIS *HOLD*--I'M *DONE* FOR!

NO MATTER *HOW* SMALL I AM--

NO MATTER *HOW* HOPELESS EVERY-THING SEEMS--

I *MUSTN'T* GIVE UP!

MY *SIZE* DOESN'T MATTER!

EVEN MY *LIFE* DOESN'T MATTER!

NO ONE CAN WIN--*EVERY* BATTLE--

BUT--NO MAN SHOULD *FALL*-- WITHOUT A *STRUGGLE!*

I *DID* IT!! I'M *FREE!*

BUT--FREE TO GO *WHERE?* TO DO *WHAT?*

MYSTERIO'S *HAND*-- REACHING *TOWARDS* ME AGAIN!

HE'S *STILL* DETERMINED TO KEEP ME ON THE *RUN*--

WHY WON'T HE GIVE ME A *BREATHER?*

I'VE *GOT* TO FIND OUT!

HASN'T THE AWESOME REALIZATION YET *DAWNED* UPON YOU--?

AREN'T YOU AWARE HOW *HOPELESS* YOUR POSITION IS?

CAN'T YOU SEE YOU WERE *DOOMED* RIGHT FROM THE *START*?

I'VE REDUCED YOU TO A *HUMAN FLY-SPECK*--MADE YOU THE *WEAKEST* OF ALL LIVING MEN!

WHY DON'T YOU *CRACK*?

WHY DON'T YOU BEG FOR *MERCY*?

HOW? WHO EVER HEARD OF A TALKING *FLY-SPECK*?

FOR THE *FIRST* TIME, HE SEEMS *CONFUSED*!

HE DIDN'T EXPECT ME TO *HOLD OUT* THIS LONG!

HE'S *HESITATING* --WONDERING WHAT TO DO *NEXT*!

THIS GIVES ME THE TIME I *NEED*--TO *THINK*-- TO FIGURE THINGS *OUT*!

BUT, IF I DON'T COME UP WITH AN ANSWER *FAST*--

IT'LL BE *MYSTERIO'S* BALL GAME!

AT THAT MOMENT, A *TELE-PHONE* RINGS AS WE CHANGE OUR SCENE ONCE MORE--

IS IT *PETER*, DAD?

I'VE BEEN *WAITING* FOR HIS CALL!

I WON'T *KNOW* TILL I PICK IT *UP*, DEAR--!

SORRY, GWEN! IT'S *JOE ROBERTSON*-- FOR *ME!*

A *FINE* THING-- WHEN A GAL'S DOTING *DAD* GETS MORE CALLS THAN HIS NUMBER ONE *DAUGHTER!*

BUT *C'EST LA VIE!* I'LL LEARN TO *LIVE* WITH IT!

STILL HAVEN'T HEARD FROM *SPIDER-MAN* OR *MYSTERIO*, EH?

NO, ROBBIE-- I HAVEN'T COME UP WITH A THEORY *YET!*

MY ESTIMABLE *PUBLISHER* IS ABOUT TO BLOW A GASKET--

DAD--GOT A MINUTE?

HI, RANDY! COME ON *IN*, BOY!

LET ME GET *BACK* TO YOU, CAPTAIN! MY *SON* JUST AMBLED IN!

I CAN COME BACK *LATER* IF YOU'RE UPTIGHT, DAD!

I'VE ALWAYS GOT *TIME* FOR MY OUTRAGEOUS OFFSPRING!

WHAT'S ON YOUR *MIND*, MAN-CHILD?

NOTHING MUCH! JUST THOUGHT I'D SAY *HI* ON MY WAY HOME FROM SCHOOL!

SPEAKING OF *SCHOOL*, I'VE BEEN WANTING TO *ASK* YOU--

STILL THINK YOU MADE THE RIGHT CHOICE-- ENROLLING AT *E.S.U.?*

HUH? OH-- *SURE*, DAD! IT'S A REAL COOL SCHOOL!

YOU SOUND *LUKEWARM*, SON!

LEVEL WITH ME, RANDY-- WHAT'S *WRONG?*

AWW, I'M NOT EVEN *SURE*, DAD!

I DON'T KNOW IF IT'S THE *SCHOOL*--OR MY *OWN* NUTTY HANGUP!

I HATE TO COME *RUNNING* TO YOU WITH EVERY LITTLE *PROBLEM!*

WHY *NOT?* IT'S BETTER THAN WAITING TILL THEY BECOME *BIG* ONES!

BUT, SPEAKING OF PROBLEMS--

THIS IS *IT!* HE'S COMING *AFTER* ME AGAIN!

BUT I MUSTN'T *PANIC!* I MUST KEEP *REMINDING* MYSELF--IT'S JUST AN *ILLUSION*--

IT *HAS* TO BE AN ILLUSION-- OR ELSE--I'M AS GOOD AS *DONE FOR!*

AND NOW, IT'S TIME TO *END* OUR LITTLE CHARADE!

KRAK!

I'VE GOT TO STAKE *EVERY-THING*--ON THE FACT--THAT IT'S ALL A *TRICK!*

OKAY, BIG MAN-- I'M *THRU* RUN-NING!

SSKRUNCH!

NO MATTER HOW *REAL* ALL OF THIS MAY SEEM--

I DON'T BUY *ANY* OF IT!

YOU *RIGGED* IT UP--LIKE THOSE HOLLYWOOD *SPECIAL EFFECTS* YOU USED TO DO!

SO! YOU THINK IT'S JUST A PHONY *PUT-ON,* EH?

MAYBE *THIS* WILL CHANGE YOUR MIND!

ZANG!

NOW *TOUCH* IT!

GO AHEAD-- *TOUCH* IT--I *WANT* YOU TO!

THERE, YOU FATUOUS FOOL! *STILL* THINK IT'S MERELY AN *ILLUSION?*

I'M *THRU* THINK-ING!

TIME ENOUGH TO FIGURE THIS OUT *LATER!*

HAVE TO KEEP *TALKING*--KEEP *MOVING*--TO SAVE MY *SANITY!*

NO MATTER *WHAT* THE ANSWER IS--

I'LL FIND A WAY TO BEAT YOU *YET!*

I'M COMING AT YOU, MYSTERIO!

IF I'M *REALLY* THIS SMALL--IF YOU'RE *REALLY* A GIANT--THEN *STAY WHERE YOU ARE!*

I'M TOO SMALL TO *HARM* YOU!

BUT--IF YOU *FADE AWAY* AGAIN--

HE'S GONE!

HE'S *NOT* A GIANT! I'M *NOT* SIX INCHES HIGH!

I *KNEW* IT! THIS *PROVES* I WAS *RIGHT!*

MYSTERIO!

HE USED *POST-HYPNOTIC SUGGESTION!*

THAT'S WHY HE MADE ME LOOK AT THE *TABLE-TOP PARK* BEFORE KNOCKING ME OUT--

TO *PLANT* IT--IN MY *MIND!*

THE CLOSER I *GET*--THE MORE MY *SPIDEY-SENSE* TINGLES!

AND *LIFE-SIZED*--JUST AS I *KNEW* YOU'D BE!

ABOVE THAT *TOWER*--IT'S THE *ONLY* LIGHT THAT'S *LIT!*

--MUST BE A *REASON!*

I THINK I CAN *GUESS* WHAT I'LL *FIND* UP THERE!

NO! EVERY-THING WAS TOO *PERFECT!*

YOU *CAN'T* SAVE YOURSELF *NOW!*

TRYING TO *VANISH* IN YOUR FAST-FORMING *FOG* AGAIN?

SORRY, MISTER! THIS TIME I'M *READY* FOR YOU!

THWIPP!

THWIPP!

I *REMEMBERED* HOW YOU USED TO WEAR *SPRING-BOTTOMED BOOTS*--SO YOU COULD *LEAP* TO SAFETY--WHILE HIDDEN BY THE THICK *SMOKE!*

--AND EVERYONE THOUGHT YOU'D *VANISHED* ON THE SPOT!

WELL, NOT *THIS* TIME, PING-PONG HEAD!

DO YOU THINK THE BRILLIANT *MYSTERIO* IS DEPENDENT ON JUST A *HANDFUL* OF WEAPONS?

I'VE ALWAYS GOT *SOMETHING* TO TAKE YOU BY SURPRISE--!

--SUCH AS MY ELECTRICALLY-CHARGED *CLOAK*--WHICH CAN *BURN* YOUR PUNY WEBBING AWAY!

NO TELLING WHAT *OTHER* GIZMOS HE CAN COME *UP* WITH!

SO--I'VE GOTTA *BEAT* HIM TO THE PUNCH!

WHOOPFF!

IT'LL TAKE MORE THAN A *CLOAK* TO GET YOU OUT OF *THIS!*

SOK!

--OR *THIS!*

AND, WOULDJA BELIEVE--

THIS!

I'M KINDA *GLAD* YOU WORE YOUR PROTECTIVE *HELMET*, MYSTIE!

IT GAVE ME A CHANCE TO REALLY HANG ONE *ON*--WITHOUT PULLING MY *PUNCH*!

SO THANKS A *HEAP*, CREEP!

AND NOW, WITHOUT YOUR TRICKY, GIMMICK-PACKED *THREADS*, YOU'RE JUST ANOTHER HUNGOVER *HOOD*, WHO DIDN'T MAKE THE *GRADE*!

LOOK--CALL THE *COPS* AND SPARE ME YOUR *SPEECHES*, WILL YOU?

AND I THOUGHT I WAS BEING SO *ELOQUENT*!

OH WELL--CAN'T WIN 'EM ALL!

20

SAY! LOOKS LIKE SOME SORT OF *DEMONSTRATION* DOWN BELOW!

BUT, AT LEAST IT DOESN'T CONCERN OL' *SPIDER-MAN*!

HE SURE HAD ME *WORRIED* THERE FOR A WHILE!

JOIN THE STUDENTS

JOIN TH

PROTEST

STUDENTS FOR A

PROTEST

NEXT SPIDEY GETS INVOLVED!!

NOW IN FULL COLOR!

THE SPECTACULAR SPIDER-MAN

35c
NOV.
40c IN CAN
IND

APPROVED BY THE COMICS CODE AUTHORITY

ROMITA

THE SPIDER-MAN SAGA

JUST A FEW SHORT YEARS AGO, *PETER PARKER* WAS A SHY AND STUDIOUS HIGH SCHOOL SENIOR...CONSIDERED A TIMID *SQUARE* BY HIS FELLOW STUDENTS! THOUGH HE EXCELLED IN *SCIENCE*, HE NEVER QUITE *MADE IT* IN POPULARITY!

ORPHANED AT AN EARLY AGE, HE WAS RAISED BY HIS DOTING *AUNT MAY*, AND HER HUSBAND, *BEN PARKER* ...WHO WERE THE ONLY PARENTS "THE BOY HAD EVER KNOWN!

PETER'S LIFE WAS STARTLINGLY *CHANGED* ONE DAY, WHEN HE FOUND HIMSELF BITTEN BY A *RADIOACTIVE SPIDER* DURING A SCIENTIFIC DEMONSTRATION! INSTANTLY, HE BECAME ENDOWED WITH THE PROPORTIONATE *STRENGTH* AND *POWERS* OF A SPIDER ITSELF-- AND SO WAS BORN-- THE AMAZING *SPIDER-MAN!*

FEELING HIMSELF RESPONSIBLE FOR THE SUBSEQUENT *DEATH* OF HIS UNCLE BEN, SPIDER-MAN VOWED TO DEVOTE HIS LIFE TO THE CAUSE OF *JUSTICE*-- NO MATTER WHAT THE COST!

THE GOBLIN

In a dimly-lit room, at New York's exclusive *EXECUTIVE CLUB*, we find Capt. George Stacy, N.Y.P.D., Ret., conducting a special seminar in *THE HISTORY OF SUPER-VILLAINS*, for the enlightenment of his fellow club members.

And, we seem to have joined them at a most *PROPITIOUS* moment...

The *PICTURE* you are witnessing is one of the most famous examples of two *SUPER-POWERED FOES* in deadly combat!

Criminologists thruout the world *STILL* study this epic battle between a desperate *SPIDER-MAN* and...the *GREEN GOBLIN!*

I don't *LIKE* it! Mr. Osborn looks *UPSET!*

I wish he hadn't invited Harry and me to be his *GUESTS* today!

...and *MOST* of all, I wish *HE* himself hadn't come!

Dad...you're *PERSPIRING!*

Is it too *WARM* here for you?

I don't *KNOW*, Harry...

I just don't *FEEL* well!

LIVES!

SCRIPT:	ILLUSTRATION:	
STAN (THE MAN) LEE	JOHNNY (RING-A-DING) ROMITA	JIMMY (MAD MAN) MOONEY

LETTERING: "SWINGING" SAMMY ROSEN

GREAT PICTURES, aren't they, Jameson?

BAH! I'd like them *BETTER* if I didn't know how it *ENDS.*

That blasted *WEB-SLINGER* should have been *KILLED*... just like the *GOBLIN* was.

How about keeping it down to a *BELLOW*, Jonah?

YOU can lecture when Stacy is *FINISHED.*

TO THIS VERY DAY, THE GOBLIN'S TRUE IDENTITY IS STILL A *MYSTERY.*

ALL WE ARE *SURE* OF IS THE FACT THAT HE PERISHED IN A *FIRE* AT THE OSBORN CHEMICAL PLANT.

...THE PLANT OWNED BY OUR FELLOW MEMBER, *NORMAN OSBORN,* WHO WAS CITED BY THE POLICE FOR *HEROISM* DURING THAT CRISIS.

IF THERE'S ANYTHING *I* CAN DO..?

DAD, PERHAPS WE OUGHT TO *LEAVE..?*

NO. I'LL BE ALL RIGHT.

FORGET IT. I'M OKAY.

THIS SEEMS TO *HAPPEN* TO ME...EVERY TIME I HEAR THE *GOBLIN* MENTIONED.

I DON'T KNOW *WHY!* HE'S *DEAD* NOW! HE CAN'T RETURN! HE CAN NEVER MENACE ANYONE *AGAIN.*

ONLY *I* KNOW THE *REAL* REASON... BUT I DON'T DARE EVER *TELL* HIM!

YET, I LIVE IN CONSTANT *FEAR*...HOPING THAT HIS *MEMORY* OF THAT FATEFUL DAY WILL NEVER *RETURN.*

THE *BLOW* HE RECEIVED...DURING THAT FINAL BATTLE ...GAVE HIM A CASE OF LIMITED *AMNESIA!*

BUT, I DREAD WHAT WOULD *HAPPEN*...IF HE EVER AGAIN *REMEMBERS!*

IT'S THOSE PICTURES OF THE *GOBLIN*... THEY'RE *AFFECTING* HIM...STIRRING UP IMAGES OF THE FORGOTTEN *PAST.*

IF ONLY I COULD GET HIM TO *LEAVE*... BEFORE IT'S *TOO LATE!*

WHY DO I FEEL THIS *COLD SWEAT* WHENEVER I SEE... WHENEVER I EVEN *THINK* OF... THE GREEN GOBLIN?

IT BRINGS BACK *MEMORIES,* DAD... MEMORIES OF THE *FIRE.*

THAT'S ALL IT IS.

IF ONLY HARRY WAS *RIGHT.* IF ONLY THAT *WAS* "ALL IT IS".

BUT, WHY SHOULD ANY-ONE SUSPECT THAT THE GOBLIN *STILL LIVES..?*

...WHEN EVEN THE GOBLIN *HIMSELF* CAN'T REMEMBER THAT HE'S REALLY...

NORMAN OSBORN!

"I'LL NEVER FORGET OUR VERY FIRST *ENCOUNTER*... BEFORE I BECAME AWARE HOW *DANGEROUS* HE'D BE."

"HE SEEMED UTTERLY *WITHOUT FEAR*...AND I SOON LEARNED THE REASON *WHY*.."

"HE WAS ARMED WITH SIMPLE BUT HIGHLY-LETHAL *WEAPONS*... WHICH HE USED WITH UNCANNY *ACCURACY*..."

MY LITTLE *FLYING MISSILE* CAN SLICE THRU YOUR WEBBING WITH *EASE*.

AND HE KIDS ME *NOT*!

"IT TOOK EVERY BIT OF WEB-SLINGING *SKILL* I POSSESSED TO KEEP UP WITH HIM."

YOU SEEM TO HAVE A *DEATH WISH*, MY FRIEND!

AND I'LL DO MY BEST TO *FUL-FILL* IT!

FACE IT, SPIDEY! HE'S FAR *MORE* THAN A CRAZY, COSTUMED NUT.

YOU'VE GOT A *FIGHT* ON YOUR HANDS.

YOU ELUDED MY GOBLIN GLIDER'S ROCKET BLAST *THAT* TIME...

BUT YOU CAN'T DO IT *FOREVER!*

BOOM

"OF COURSE, *I* MANAGED TO GET IN *MY* SHARE OF LICKS, ALSO..."

SPOK!

"BUT HE WAS NEVER WITHOUT SOME NEW *WEAPON* TO FALL BACK ON... SUCH AS HIS HIGHLY-POTENT *STUN BOMBS*..."

FTOOM!

PERSONAL NOTE:

YOU'VE PROBABLY *GUESSED* BY NOW THAT THESE FANCIFUL LITTLE *FLASHBACK PANELS* ARE INTENDED TO CLUE YOU IN IF YOU WERE CALLOUS ENOUGH TO HAVE *MISSED* ANY OF SPIDEY'S EARLIER ISSUES.

--- SYMPATHETIC STAN.

AND NOW, BACK TO THE BURGEONING BLUDGEONING...

"WE MET MANY TIMES... FOUGHT MANY TIMES... BUT THE RESULT WAS ALWAYS THE SAME... NO DECISION! AT LEAST... UNTIL THAT LAST FATEFUL ENCOUNTER."

YOU HAVEN'T HEARD THE LAST OF ME, SPIDER-MAN.

SOMEDAY, SOMEWHERE, WHEN YOU LEAST EXPECT IT... I'LL BE BACK... TO FINISH YOU OFF FOREVER!

AND HERE HE SITS... MY BEST FRIEND'S FATHER... NEVER SUSPECTING THAT ONCE WE BOTH WERE MORTAL ENEMIES!

ARE YOU FEELING BETTER NOW, MR. OSBORN?

I THINK SO, PETER...

BUT STILL... THE SIGHT OF SPIDER-MAN SEEMS TO STING ME... LIKE AN EXPOSED NERVE!

ALTHOUGH THE GREEN GOBLIN CAN MENACE THE WORLD NO LONGER...

SPIDER-MAN STILL REMAINS... AS MUCH OF AN ENIGMA... AS MUCH OF A MYSTERY... AS EVER BEFORE!

THERE'S NO *DOUBT* ABOUT IT...THE CONSTANT EXPOSURE TO SCENES OF THE *PAST*...IS AFFECTING HIM!

AND I'M MORE *HELPLESS* THAN I'VE EVER BEEN BEFORE.

THERE'S *NOTHING* I CAN DO ABOUT IT!

DAD! WHERE ARE YOU *GOING?* *WAIT..!*

SPIDER-MAN! THE *GOBLIN!* BATTLING AGAIN... RIGHT THERE...BEFORE OUR *EYES*...OVER AND OVER AGAIN!

I CAN'T *TAKE* ANY MORE!

MY BRAIN KEEPS *THROBBING* --*ACHING*-- *POUNDING* IN MY SKULL..!

OSBORN! WHAT'S *WRONG?* WHAT *IS* IT?

MY *HEAD* FEELS AS THOUGH IT'S ON *FIRE!*

I'VE GOT TO GET *OUT*... GOT TO GET *AWAY* FROM...

SOMEONE GET A *DOCTOR*...

DAD!

HE'S *COLLAPSING!*

OOOOOOHHHH

THEN, A FEW FRANTIC MOMENTS LATER...

IF YOU ASK *ME*, OSBORN'S BEEN *WORKING* TOO HARD.

HE NEEDS A GOOD *VACATION.*

I THINK IT'S *MORE* THAN THAT, JAMESON.

HE SHOULD SEEK *PSYCHIATRIC* HELP!

BALDERDASH! YOU'D NEVER GET *ME* TO A HEAD-SHRINKER!

TOO BAD.

WHAT'S THAT?

NOTHING.

HARRY ...HOW *IS* HE? WHAT DID THE *DOCTOR* SAY?

HE GAVE HIM A *SEDATIVE!* DAD'S *REST-ING* NOW.

THE DOC DOESN'T KNOW WHAT TO *MAKE* OF IT.

HIS *MEMORY* MUSTN'T RETURN! IT *MUSTN'T!*

YOU GO ON BACK TO THE *LECTURE*, PETE. I'LL STAY *HERE* AWHILE.

I WANT TO BE NEARBY...IN CASE DAD *NEEDS* ME.

SURE, HARRY...I UNDER-STAND.

IF THERE'S ANYTHING I CAN *DO*, JUST HOLLER, HEAR?

I CAN'T INTRUDE ON HIM *NOW*. THERE ARE TIMES WHEN A FELLA JUST WANTS TO BE *ALONE*.

I HOPE OSBORN WILL BE ALL RIGHT, PETER.

I KNOW HOW *CLOSE* HE'S ALWAYS BEEN TO HIS SON, HARRY.

C'MON, STACY... NO REASON TO CANCEL THE *LECTURE!*

I WANNA SEE SOME MORE SCENES OF THAT CRUMMY *SPIDER-MAN* GETTING HIS LUMPS!

LET JOLLY JONAH *HAVE* HIS LECTURE. I COULDN'T SIT STILL FOR ANY *MORE* OF IT.

I'M BEGINNING TO FEEL LIKE *MR. OSBORN*... CAN'T GET THE *GOBLIN* OUT OF MY MIND!

ALL THE OLD *MEMORIES*... THE OLD *FEARS*.. KEEP COMING BACK TO ME.

OF ALL THE FOES I'VE EVER FOUGHT...ONLY THAT *ONE MAN* EVER LEARNED MY *SECRET IDENTITY!*

SO! THE MIGHTY *SPIDER-MAN*...NOTHING BUT A BUMBLING *TEENAGER!*

THE GOBLIN!

HE *FOLLOWED* ME...HE KNOWS WHO I REALLY *AM!*

I'VE GOT TO *SILENCE* HIM BEFORE IT'S *TOO LATE!*

AUNT MAY IS IN THE HOUSE! IF SHE SHOULD *SEE* ANY OF THIS ...IF SHE SHOULD REALIZE WHO I *AM*---

THE SHOCK COULD *KILL* HER!

YOU THINK YOU CAN *SAVE* YOURSELF, DO YOU?

DID YOU SUPPOSE I'D BE *FOOLISH* ENOUGH TO ATTACK YOU WITHOUT AN INFALLIBLE *PLAN?*

A *PLAN*... SUCH AS THE POWERFUL *GAS* I'VE PREPARED FOR YOU...

AGAINST WHICH YOU CAN HAVE NO POSSIBLE *DEFENSE!*

NO! HE *CAN'T* BEAT ME... HE *CAN'T!*

AUNT MAY! WHAT WILL HAPPEN... TO *AUNT MAY?*

"LUCKILY...AS I LATER LEARNED...THE VERY GAS WHICH *DEFEATED* ME, ALSO SAVED ME FROM *DISCOVERY*..."

I THOUGHT I *HEARD* SOMETHING OUTSIDE.

OH DEAR! I CAN'T SEE A THING THRU ALL THOSE VAPORS!

IT MUST HAVE BEEN MY IMAGI-NATION.

"AS THE GOBLIN MADE ME HIS *PRISONER*, WE BOTH KNEW THIS WOULD BE OUR *FINAL* BATTLE..."

YOU'VE ESCAPED ME FOR THE *LAST* TIME.

THIS IS THE *PAY-OFF!*

"HE WAS SO *SURE* I'D NEVER ESCAPE THAT HE GLOATINGLY REVEALED HIS TRUE *IDENTITY*.."

MR. OSBORN! MY BEST FRIEND'S *FATHER!*

IT'S THE *LAST* FACE YOU'LL EVER SEE...IN THIS LIFE!

TAKE A LOOK AT MY *FACE*, PARKER... A GOOD *LONG* LOOK!

"BUT, JUST WHEN THINGS SEEMED *HOPELESS*, I GOT A SECOND LEASE ON LIFE.."

IN HIS *MADNESS*, HE ALLOWED ME TO BREAK *FREE!*

HE WANTS TO DEFEAT ME AS *SPIDER-MAN!*

"BUT THAT WAS HIS *BIGGEST MISTAKE!* FOR HE HAD UNDERESTIMATED MY *SPIDER STRENGTH*.."

DIDN'T THINK I COULD *FLOOR* YOU, HUH?

WELL, THAT'S ONLY THE *BEGINNING*, OSBORN!

THIS IS WHERE WE *WRAP IT UP*... IN SPADES!

BUT, I'M NOT A *MURDERER!* I CAN'T JUST *KILL* HIM IN COLD BLOOD! AND YET...IF I LET HIM *LIVE*...

HE'S THE *ONLY ONE* WHO KNOWS WHO I REALLY *AM!*

HE COULD HOLD THAT OVER ME ...*FOREVER!*

HE'S FALLING *BACK*..DROPPING THOSE *LIVE WIRES* ONTO THE *WET FLOOR!*

I LOST MY *FOOTING!*

IF I HIT THE *CHEM TANK*, I'LL..*NO! NO!*

"AND, HIT IT HE *DID*... RECEIVING THE FULL EFFECT OF A SUDDEN ELECTRO-CHEMICAL *BLAST!*"

"BUT, ALTHOUGH IT MIGHT HAVE SOLVED *EVERY-THING*, I COULDN'T LET HIM BE BURNED TO DEATH IN THE ENSUING *FIRE*..."

HE'S STILL *BREATHING*. I GOT HIM *OUT* JUST IN TIME!

BUT, HOW CAN I PRE-VENT HIM FROM BETRAY-ING MY *SECRET* AFTER I'VE TURNED HIM OVER TO THE *POLICE*?

HE'S STARTING TO *SPEAK*... MUMBLING A *NAME*...

HARRY... MY SON... HARRY.

YOU'RE NOT MY BOY. WHERE IS *HARRY*? WHO ARE *YOU*?

HE DOESN'T *RECOGNIZE* ME! HIS *MEMORY'S* GONE! THE *SHOCK* HAS AFFECTED HIS *MIND!*

THERE'S STILL *HOPE* FOR ME...AND EVEN FOR *HIM*.

HE DOESN'T EVEN REMEMBER BEING THE *GREEN GOBLIN*.

SO I'LL MAKE IT LOOK AS THOUGH THE GOBLIN *PERISHED*... IN THE FIRE.

TO ALL INTENTS AND PURPOSES HE *IS* DEAD, ANYWAY.

GET OSBORN TO A *DOCTOR!* HE HELPED ME TO FINISH OFF THE *GREEN GOBLIN*.

NO ONE WILL HAVE REASON TO *DOUBT* MY STORY.

"NORMAN OSBORN *RECOVERED*, NEVER REMEMBERING WHAT HAD REALLY HAPPENED, WHILE I LIVED WITH A SENSE OF FALSE SECURITY...UNTIL *NOW*..."

IF OSBORN'S MEMORY *DOES* RETURN...

IF THE *ILLNESS* THAT CAUSED HIM TO BECOME THE GOBLIN IS *RECURRING* ONCE MORE...

HOW CAN I SPARE *AUNT MAY* FROM THE TERRIBLE SHOCK OF LEARN-ING THE *TRUTH* ABOUT ME?

...A SHOCK THAT MIGHT BE *MORE* THAN HER WEAKENED *HEART* CAN POSSIBLY SURVIVE!

UNCERTAIN AND UNNERVED, A BROODING *PETER PARKER* MAKES HIS WAY TO A SMALL SUBURBAN COTTAGE...

AN ERRANT PILGRIM CRAVES *SANCTUARY*, MADAM.

PETER, DEAR! WHAT A WONDERFUL *SURPRISE*.

YOU MUST HAVE *GUESSED* I WAS BAKING AN APPLE PIE.

SAY, I MUST BE AT THE WRONG ADDRESS.

I THOUGHT MY *AUNT MAY* LIVED HERE... NOT THIS GLAMOROUS, FETCHING FEMALE WHO STANDS BEFORE ME.

TELL ME... DIDN'T I SEE YOU ON *THE DATING GAME* RECENTLY?

I *DECLARE*, PETER... YOU'LL HAVE ME BLUSHING LIKE A *TEENY-BOOPER!*

YOU MEAN "TEENY-BOPPER"!

AND *NONE* OF THEM CAN BLUSH LIKE *YOU*.

JUST LIKE I ALWAYS TELL DR. BROMWELL...

A VISIT FROM *YOU* IS BETTER THAN ALL THE *TONIC* IN THE WORLD.

YOU MAKE ME FEEL LIKE A REGULAR *PUSSYWILLOW*.

THAT'S *PUSSYCAT*, AUNT MAY.

ALL THESE YEARS... SHE'S BEEN LIKE A *MOTHER* TO ME...

I *CAN'T* LET HER LEARN MY SECRET! THERE MUST BE *SOME* WAY TO SPARE HER THE *PAIN*.

AND YET... IF THE GREEN GOBLIN *SHOULD* RETURN...

I'M ALMOST AFRAID TO *THINK* OF IT.

BUT PROBLEMS, ALAS, WILL SELDOM FADE AWAY JUST FOR THE LACK OF THINKING!

AS A CASE IN POINT, LET'S VISIT A PRIVATE *HOSPITAL ROOM*, WHERE AN AWESOME *AFFLICTION* IS RETURNING TO ITS TORTURED PATIENT...

IT'S HAPPENING *AGAIN*... AND I CAN'T *STOP* IT!

THE *GOBLIN*... *SPIDER-MAN*... SPINNING ROUND IN MY BRAIN... OVER AND OVER...

IT'S LIKE A *FOG* BEGINNING TO LIFT ... SLOWLY... INEXORABLY...

DESPITE THE *ACHE*... DESPITE THE *PAIN*... MY HEAD IS *CLEARING*... IT'S ALL COMING *BACK* TO ME NOW...

AT LAST... I KNOW!

THE GREEN GOBLIN *ISN'T* DEAD! HE *NEVER* DIED!

I AM THE GOBLIN!

DAD! WHAT HAPPENED? YOU SHOULDN'T BE UP! DAD...

DOC... STOP HIM!

HE DOESN'T HEAR ME... DOESN'T RECOGNIZE ME!

OUT OF MY WAY! NOTHING THAT LIVES, CAN STOP ME NOW!

MR. OSBORN! COME BACK! YOU CAN'T...

THE PAIN IS GONE, AT LAST! I CAN DO ANY-THING!

HE PUSHED US ASIDE ...AS IF WE WERE PUPPETS.

I NEVER DREAMT HE HAD SUCH STRENGTH!

WHATEVER HIS AIL-MENT WAS... IT'S AFFECTED HIS BRAIN!

THERE'S NO TELLING WHAT HE'LL DO NEXT!

BUT, WHAT'S COME OVER HIM? HE RAN OUT... BABBLING LIKE... A MADMAN!

THEN WE'VE GOT TO CATCH HIM... GOT TO STOP HIM!

BUT, HE WHO HAD BEEN NORMAN OSBORN IS NO LONGER STOPPABLE! POSSESSED OF NEW, MANIACAL STRENGTH, HE IS GONE FROM THE HOSPITAL BEFORE HIS WOULD-BE-PURSUERS CAN REACH THEIR FEET...

IT'S ALL CLEAR TO ME NOW.

AT LAST I KNOW WHAT I HAVE TO DO!

MOMENTS LATER, IN ONE OF THE MOST SORDID SLUM AREAS WHICH INFEST THE SAVAGE, SPRAWLING CITY...

SOMETHING IS PULLING ME... LEADING ME ON.

SOME DIM, HALF-FORGOTTEN MEMORY FROM THE PAST...FROM THE GOBLIN'S PAST.

CLOSED

I'VE BEEN HERE MANY TIMES BEFORE... I KNOW IT.

JUST AS I KNOW WHICH TURN TO TAKE ...WHICH HALL-WAY TO ENTER...

--AND, WHICH DOOR TO OPEN!

JUST AS I NOW KNOW I'VE FOUND ONE OF MY MANY HIDDEN HIDEOUTS...

RULES

...CONTAINING ALL THAT IS NEEDED FOR THE GREEN GOBLIN TO LIVE ONCE MORE!

YES, THE GOBLIN WILL LIVE AGAIN... AND MORE THAN THAT...

THE GOBLIN WILL STRIKE...AS HE'S NEVER STRUCK BEFORE!

I'M STRONGER... WISER... MORE UNBEATABLE THAN I WAS IN THE PAST!

AND, MOST IMPORTANT OF ALL...

AT LAST I HAVE A MISSION...

REVENGE!

YES, REVENGE... UPON THE WALL-CRAWLING SPIDER-MAN!

...THE MOST EXCRUCIATING REVENGE THE WORLD WILL EVER KNOW!

BUT, FAR BE IT FROM US TO CAUSE THEE THE SLIGHTEST MODICUM OF ANXIETY, FAITHFUL ONE. THEREFORE, LET US HASTEN HENCE, TO THE CAPACIOUS CAMPUS OF GOOD OL' E.S.U., WHERE WE FIND GORGEOUS GWENDOLYN STACY HAILING A SOMEWHAT SOMBER PETER PARKER...

WHOA THERE, LONE STRANGER. WAIT UP FOR TONTO!

OH... HI, GWEN.

HAVE YOU SEEN HARRY?

I'M AFRAID THAT LITTLE PLEASURE WILL BE DENIED US, YOUNG MAN.

HE'S STAYING WITH HIS DAD UNTIL MR. OSBORN IS BACK TO NORMAL AGAIN!

THEN...IT IS AS SERIOUS... AS I FEARED.

PETER PARKER! YOU'RE TAKING IT HARDER THAN HARRY HIMSELF!

I HEARD IT WAS JUST A CASE OF OVER-WORK.

I SURE HOPE YOU'RE RIGHT, PRETTY GIRL.

AND, AS THE DAY DRAGS ON...

IT'S NO USE! I JUST CAN'T *CONCENTRATE.*

CAN'T THINK OF *ANYTHING* ... EXCEPT WHAT'LL *HAPPEN...*

...IF HARRY'S DAD REGAINS HIS *MEMORY* ...OF THE *PAST!*

MR. PARKER, IF YOU *MUST* SLEEP IN LAB...

AT LEAST BE GOOD ENOUGH TO *SHUT YOUR EYES* WHILE YOU DO SO!

LUCKILY, NOTHING LASTS FOREVER... NOT EVEN A DAY AT E.S.U. AND SO...

PETER, YOU'VE BEEN *WORRYING* ABOUT HARRY'S DAD ALL DAY.

DO YOU *KNOW* SOMETHING ABOUT HIS ILLNESS... SOMETHING YOU'RE NOT *TELLING?*

I CAN JUST *SEE* MYSELF ANSWERING TRUTHFULLY: "SURE. HE'S THE *GREEN GOBLIN*... AND HE KNOWS I'M *SPIDER-MAN!*"

'COURSE NOT, LADY. BUT LET'S DROP IN ON THE WAY HOME AND SEE HOW HE *IS.*

GWEN! PETE! HAVE YOU *HEARD* ANYTHING... ABOUT MY *DAD?*

HEARD ANYTHING? WHAT DO YOU *MEAN,* HARRY?

DIDN'T YOU *KNOW?* HE *RAN AWAY* FROM THE HOSPITAL! HE'S *GONE... VANISHED!*

THEN I WAS *RIGHT.* IT'S AS *SERIOUS* AS I FEARED!

TELL US HOW IT *HAPPENED,* HARRY.

IT WAS AS THOUGH HE'D GONE *BERSERK!* HE RAN OUT OF THE BUILDING... SHOUTING LIKE A *MADMAN*... PUSHING PEOPLE ASIDE LIKE TENPINS! HIS *STRENGTH*... SEEMED *UNBELIEVABLE!*

IF ONLY I *KNEW*... WHAT'S *HAPPENING* TO HIM--!

THERE'S NO LONGER ANY *DOUBT!* HE'S REVERTED TO WHAT HE *WAS!*

POOR *PETER*... HE LOOKS LIKE HE'S SEEN A *GHOST!*

NOT HAVING A FATHER OF HIS *OWN*, PETER IS PROBABLY *EMPATHIZING* WITH HARRY...AND TAKING IT TWICE AS HARD!

DO YOU THINK IT'LL TAKE THEM LONG TO *FIND* MR. OSBORN?

IF HE'S ALREADY BECOME THE *GOBLIN* ...*WHENEVER* THEY FIND HIM.. IT WILL BE *TOO LATE!*

IT'S STILL *EARLY*, PETER. IF YOU'D LIKE SOME COFFEE..?

NOT TONIGHT, THANKS, GWEN!

I'VE GOT TO GET *BACK*. I HAVE SOME *UNFINISHED BUSINESS* TO TAKE CARE OF!

LIKE FIGURING OUT HOW TO SAVE MY SECRET IDENTITY... AND MY *LIFE!*

IF OSBORNE HAS HIS *MEMORY* BACK---IF HE'S BECOME THE *GOBLIN* ONCE AGAIN...THEN *ANYTHING* CAN HAPPEN!

I HARDLY EVEN DARE GO *HOME*.

HE COULD HAVE GOTTEN THERE *BEFORE* ME... AND ALREADY SET HIS *TRAPS*.

HE WAS THE ONLY ONE ALIVE WHO KNEW THAT PETER PARKER IS *SPIDER-MAN!*

THAT MEANS HE'S THE ONLY ONE I CAN NEVER *HIDE* FROM!

NO MATTER WHERE I *GO*...WHAT I *DO*... I'LL ALWAYS... *WHA..?!!*

SOMETHING *HIT* ME!

IT'S THE *GOBLIN*, LAUNCHING A NEW *ATTACK* BEFORE I CAN...*NO!*

IT'S JUST A CHILD'S *TOY AIR-PLANE!*

HEY, MISTER.. HOW'D YOU *DO* THAT?

THAT'S *ALL* I NEED...AN *AUDIENCE!*

I ALMOST GAVE MY-SELF *AWAY!*

LUCKY MY ONE LITTLE EYEWITNESS IS SO *YOUNG!*

BUT I'D *STILL* BETTER NOT HANG AROUND MUCH LONGER.

I NEVER *SAW* ANYONE CLIMB A TREE LIKE *THAT!*

TOMMY, DID YOU EVER SEE A MAN CLIMB A TREE FASTER'N A *CAT?* WAIT'LL I *TELL* YOU...

SKIP THE FAIRY TALES, JOEY! YOUR MA SAID I SHOULD TELL YOU *DINNER'S* READY.

HAVE TO GET A *GRIP* ON MYSELF.

EVEN IF THE *GOBLIN* DOESN'T GET ME...MY *NERVES* WILL!

AND, AS THE LONG, FLICKERING SHADOWS OF EVENING STEAL OVER THE TOWERING ROOFTOPS...

EVEN IF I MANAGE TO DEFEAT HIM A *SECOND* TIME...

HE'S STILL *HARRY'S DAD!* I'LL BE OUT TO *DESTROY* MY BEST FRIEND'S *FATHER!*

NO MATTER *WHAT* MAY HAPPEN...

THERE'S NO POSSIBLE WAY FOR *SPIDER-MAN* TO WIN!

EVEN IN *SLEEP*, THE TORTURED YOUTH FINDS NO ESCAPE FROM THE FEAR AND APPREHENSION THAT GRIP HIS SOUL---

YOU *KNOW* HOW THE DOCTOR WARNED US OF YOUR WEAK *HEART!* YOU MUSTN'T HAVE ANY *SHOCKS*...ANYTHING TO *STARTLE* YOU!

I *TRIED* TO SPARE YOU THIS... BUT I COULDN'T! I *COULDN'T!*

NO, AUNT MAY...*NO!* DON'T *LOOK!* YOU MUSTN'T *SEE* ME...YOU MUST NEVER *KNOW* WHO I REALLY AM!

AND SO, THE NIGHT-MARE CONTINUES, UNTIL AT LAST...

IT CAN'T END THIS WAY! IT MUSTN'T! I WON'T LET IT!

I WON'T LET IT!

I CAN'T WAIT ANY LONGER... CAN'T WAIT FOR THE GOBLIN TO STRIKE FIRST!

HE'S OUT THERE SOMEWHERE... I KNOW HE IS!

THERE'S NO PLACE IN THE CITY HE CANNOT HIDE... NO DESTINATION HE CANNOT REACH!

BUT, THE SAME GOES FOR ME!

AND, WHEREVER HE MAY BE...

SPIDER-MAN WILL FIND HIM!

I KNOW MOST OF HIS OLD HAUNTS...

AND I'VE COVERED ALMOST EVERY ONE!

HERE'S WHERE WE FOUGHT OUR FINAL BATTLE.

I THOUGHT HE MIGHT RETURN HERE...TO THE SCENE OF THE FIRE!

BUT THERE'S NO SIGN OF LIFE.

SO, WHAT'S MY NEXT MOVE?

HE COULD BE *ANYWHERE*... WAITING FOR ME...

BIDING HIS TIME...LIKE A *CAT*...STALKING A *MOUSE!*

BUT THIS IS *ONE* MOUSE THAT'S GONNA FIGHT *BACK!*

MOMENTS LATER, AS THE TENSE TEENAGER CONTINUES TO COMB THE SILENT, SPRAWLING SPIRES OF THE SLUMBERING CITY...

NOT *YET*, SPIDER-MAN! *NOT YET!*

I'VE WAITED *TOO LONG*... OWE YOU *TOO MUCH!*

THE END MUST NOT COME...*TOO QUICKLY!*

SO LONG AS I KNOW YOUR *TRUE IDENTITY*...YOU CAN *NEVER* ESCAPE!

MY *SPIDER SENSE*... TINGLING LIKE MAD!

NOBODY THERE!

AND THE TINGLING HAS *STOPPED!*

I'D BETTER ...GET A *GRIP* ON MYSELF!

EVEN A WEARY *WEB-SLINGER* KNOWS WHEN HE'S WASTING HIS TIME!

I MIGHT AS WELL HEAD FOR *HOME* NOW!

TOMORROW'S *ANOTHER* DAY!

THAT'S IT! *THAT'S IT!* RETURN TO THE SAFETY OF YOUR DULL *APARTMENT!*

MY PLANS FOR YOUR *DESTRUCTION* ARE NOW *COMPLETE!*

I ONLY NEED... A *FEW HOURS MORE!*

LATER, AT THE LUXURIOUS EAST-SIDE APARTMENT OF NORMAN OSBORN, WHERE HIS WORRIED SON, *HARRY*, KEEPS A LONELY VIGIL...

SOME-ONE AT THE *DOOR!*

CAN IT... CAN IT *BE..??*

DAD!

LET ME *IN*, SON!

ARE YOU... *ALL RIGHT?*

OF *COURSE* I AM!

THE FEVER *BROKE*... I CAME BACK TO MY *SENSES!*

GOSH, DAD... I... I DON'T KNOW WHAT TO *SAY..!*

I'LL BE AS GOOD AS *NEW* ...AFTER A LITTLE *REST!*

YOU NEVER *DID*, YOU FATUOUS *FOOL!*

NOW, THRU THE MAGIC OF OUR *IMAGINATIONS*---AND THE PRINTED PAGE---LET'S SKIP TO THE *VERY NEXT EVENING*, WHERE WE FIND...

THE *PHONE!*

RRRRINNGGGG

THE WAY THINGS ARE GOING---IT CAN ONLY MEAN ---MORE *TROUBLE!*

YOUR DAD CAME *HOME*, HARRY? AND HE SEEMS HIS OLD *SELF* AGAIN?

SAY--- THAT'S *GREAT!*

OR *IS* IT? IF HE'S *BACK* AGAIN---IT MEANS HE'S *UP* TO SOMETHING!

BUT... *WHAT??*

TO CELEBRATE HIS BEING *WELL* AGAIN, DAD'S THROWING A LITTLE *DINNER PARTY* TONIGHT!

HE WANTED ME TO ASK *YOU*... AND *GWEN*... WHILE I BRING *MARY JANE!*

A *PARTY!* THAT'S NOT *LIKE* NORMAN OSBORN!

HE WANTS *ME* THERE---THE OTHERS ARE JUST A *COVER-UP!*

BUT... I'VE GOT TO GO *THRU* WITH IT!

SURE, HARRY! I.. I'LL SEE YOU LATER!

IS HE SO FAR *GONE* THAT HE'D ATTACK ME IN FRONT OF HIS OWN *SON*... AND THE TWO *GIRLS?*

WHAT'S THE *MATTER* WITH ME? I SHOULD KNOW *BETTER..!*

WHEN HE'S THE *GOBLIN*, HE FORGETS *EVERYTHING*...CARES ABOUT *NOTHING*.. EXCEPT HIS OWN DEADLY *PURPOSE!*

THERE'S NO POINT IN *POSTPONING* IT!

I'LL *HAVE* TO FACE HIM SOONER OR LATER! IT MIGHT AS WELL BE *NOW!*

THE ONLY THING THAT *BOTHERS* ME IS... WILL *GWEN*... AND THE OTHERS ...BE IN *DANGER?*

BUT, NO MATTER *WHAT* THE DANGER...

NO MATTER *WHAT* STRANGE, UN-EXPECTED *TRAPS* THE GOBLIN HAS SET FOR ME...

SPIDER-MAN WILL BE THERE!

THEN, AFTER A FEW MAD MINUTES OF WILD WEB-SWINGING---

GWEN'S *HOUSE* IS JUST BELOW!

I'D BETTER CHANGE BACK TO *PETER PARKER* AGAIN!

THOSE FEW MINUTES OF ROOFTOP-HOPPING HELPED TO *RELAX* ME A LITTLE!

AND THAT'S JUST WHAT I *NEEDED!*

I WOULDN'T STAND A *CHANCE* AGAINST THE GOBLIN...

NOT IF I'M ALL KEYED-UP AND NERVOUS!

SO HOW COME MY *HEART'S* STILL POUNDING LIKE SIXTY?!!

HELLO, THERE, PETER! WE WERE *EXPECTING* YOU.

YOU *WERE,* MR. STACY?

HOW COME?

HARRY OSBORN JUST CALLED, TO SAY YOU'D *BE* HERE!

AND WHERE *THOU* GOEST...

WELL, YOU KNOW THE *REST,* MR. PARKER!

GWENDY! YOU LOOK LIKE A WALKING CENTERFOLD *PIN-UP!*

...AND IN *LIVING COLOR,* TOO!

WHEN YOU YOUNGSTERS SEE *NORMAN OSBORN*...

BE SURE TO TELL HIM HOW *HAPPY* I AM TO HEAR THAT HE'S BACK *HOME* AGAIN...AND FEELING BETTER!

HOW CAN I SUBJECT THIS GORGEOUS CREATURE TO THE *GREEN GOBLIN??*

AND YET... I *MUST!*

HMMM... JUDGING BY YOUR *REACTION* TO WHAT I SAID...

PERHAPS I'D BETTER WRITE HIM A *LETTER!*

DON'T BRING GWEN HOME TOO *LATE*, PETER!

I WON'T, SIR!

I SURE WISH THAT WAS *ALL* WE HAD TO *WORRY* ABOUT!

WHY SO *GLUM*, CHUM?

IS IT TRUE YOU'RE ONLY DATING *ME* BECAUSE *RAQUEL WELCH* STOOD YOU UP?

ARE YOU *KIDDING*? YOU'RE THE GREATEST THING THAT EVER *HAPPENED* TO ME, LADY!

I WOULDN'T TRADE YOUR *LITTLE FINGER*...OR ONE OF YOUR *SMILES*... FOR ALL THE...

WHOA, LAD! BETTER DROP ANCHOR WHILE YOU CAN!

KEEP TALKING LIKE *THAT*, AND I'M LIABLE TO LEAD YOU TO THE *PREACHER* INSTEAD OF THE *PARTY!*

MORE THAN ANYTHING *ELSE* IN THE WHOLE *WORLD!*

BUT I'VE GOT TO *CHANGE* THE SUBJECT! CAN'T GET *SIDE-TRACKED* NOW!

AND I'M SURE YOU WOULDN'T WANT *THAT* TO HAPPEN... *WOULD* YOU, MR. PARKER?

HAVE TO STAY *ALERT*... THINK ONLY OF THE *GOBLIN!*

HE'S LIABLE TO *STRIKE*... AT ANY TIME!

THEN, AFTER A FEW MORE MINUTES OF VERBAL FENCING...

HI, KIDS! I'M SURE GLAD YOU COULD *MAKE* IT!

WOULDN'T HAVE MISSED IT FOR THE *WORLD*, HARRY!

YEP! SHE JUST *ARRIVED!*

MJ HERE YET?

IT WAS *WONDER-FUL*...HEARING ABOUT YOUR *DAD*, HARR!

I FEEL AS THOUGH I'M WALKING INTO A *LION'S DEN*... BUT I MUSTN'T *LET ON!*

I NOTICE YOU DIDN'T *ANSWER* ME, YOUNG MAN!

OF COURSE, IT WOULDN'T HAVE SHOOK ME UP IF YOU'D ARRIVED A FEW MINUTES *LATER!*

MARY JANE ISN'T EXACTLY THE *DULLEST* CHICK IN TOWN!

I HEAR SHE'S A *GREAT* CONVERSA-TIONALIST!

WITH LOOKS LIKE *MINE*, SWEETIE, WHO *TALKS?*

WHY ISN'T HARRY'S *FATHER* HERE?

THERE HE IS *NOW*... ENTERING THE ROOM FROM *BEHIND* ME!

HELLO THERE, PARKER...AND YOUNG LADIES! I WAS *HOPING* YOU COULD MAKE IT!

YEAH! I'LL *BET* YOU WERE!

HARRY TOLD ME HOW *HELPFUL* YOU WERE... DURING MY *ABSENCE!*

WE WERE *ALL* CONCERNED ABOUT YOU, MR. OSBORN! AND WE'RE...GLAD YOU'RE *BACK!*

I WANT YOU TO KNOW HOW MUCH I *APPRECIATE* THAT, SON!

HE'S *TOYING* WITH ME...SQUEEZ-ING MY *HAND*... HARD ENOUGH TO *BREAK MY FINGERS*...IF NOT FOR MY *SPIDER STRENGTH!*

I'VE GOT TO PLAY IT *HIS* WAY... TILL HE MAKES HIS *MOVE!*

THE EARLY PART OF THE EVENING PROGRESSES *SMOOTHLY*, AT LEAST ON THE *SURFACE!* NORMAN OSBORN REGALES THE GATHERING WITH HUMOROUS ANECDOTES AND LIGHT-HEARTED SMALL TALK...WHILE ONLY *PETER PARKER*, AND HIS CUNNING, CONNIVING *HOST*, CAN SENSE THE DEADLY UNDERCURRENT OF *TENSION* WHICH PERVADES EVERY WORD...EVERY MOVEMENT... ...AND THEN, AS *DINNER* IS SERVED...

TELL US ABOUT YOUR-SELF, PARKER!

EVEN THOUGH YOU'RE MY SON'S *BEST FRIEND*, I FEEL THERE'S SO MUCH ABOUT YOU I DON'T *KNOW!*

I UNDERSTAND YOU SOMETIMES *LEAVE* THE APARTMENT FOR A FEW *DAYS* AT A TIME!

OL' PETE'S A REAL *MYSTERY MAN*, DAD!

NOTHING *MYSTERI-OUS* ABOUT IT, SIR! I OCCASIONALLY STAY WITH MY *AUNT!*

HE'S TRYING TO *GOAD* ME...

BUT I HAVE TO STAY *COOL*... NO MATTER *WHAT!*

FORGIVE ME FOR *PRYING*, MY BOY!

WE *ALL* HAVE SECRETS WHICH WE *HIDE* FROM THE WORLD!

STRANGE SECRETS ...KNOWN ONLY TO... *OUR-SELVES!*

DON'T YOU *AGREE*, PARKER?

HE'S *LOSING CONTROL!* HE'S FORGETTING THAT THE *OTHERS* ARE HERE...THAT THEY'RE *LISTENING!*

I'VE GOT TO GET THEM TO *SAFETY*... BEFORE IT'S *TOO LATE*...BEFORE HE *CRACKS!*

NOW THAT DINNER IS *ENDED*, LET'S RETIRE TO THE *LIVING ROOM!*

IT'LL GIVE US A CHANCE TO... KNOW EACH OTHER *BETTER!*

YES *INDEED*, PARKER... I'VE BEEN *WANTING* TO KNOW YOU BETTER!

I'VE BEEN *WANTING* TO FIND OUT IF YOU'RE ALL THAT HARRY *SAYS* YOU ARE!

HE'S SO CONSUMED WITH *HATRED* FOR ME THAT HE CAN HARDLY *CONTAIN* HIMSELF! EVEN THE *OTHERS* ARE BEGINNING TO *WONDER* ABOUT HIM!

IF I'M *EVER* GOING TO MAKE MY MOVE, IT HAS TO BE *NOW!*

'SCUSE ME A MINUTE! I JUST REMEMBERED... I PROMISED TO CALL MY *AUNT MAY!*

NO NEED TO *RUSH*, BOY! WE'LL *BE* HERE...*WAITING* FOR YOU!

YOU CAN *COUNT* ON THAT!

GOOD! I WAS *HOPING* HE WOULDN'T WALK INTO THE OTHER ROOM *WITH* ME!

BUT HE *STILL* ISN'T LETTING ME OUT OF HIS *SIGHT!*

OKAY, MISTER... *STAY* THERE! I'LL DO WHAT I *PLAN* TO DO *ANYWAY!*

HE HAS NO WAY OF KNOWING I'M TALKING INTO A *DEAD* PHONE!

NOW... SO LONG AS MY *SHOULDER* CAN HIDE WHAT I'M DOING... FOR THE NEXT FEW SECONDS...

CLICK!

HE'S SO COMPLETELY *CONFIDENT* THAT HE WALKED *AWAY!*

HE'S NOT EVEN BOTHERING TO *WATCH* ME ANY MORE!

NOT THAT IT WOULD *MATTER!* I'VE JUST ABOUT *FINISHED* WEBBING THIS INFLAMMABLE ROLL OF *FILM!*

NOW, ALL THAT REMAINS TO BE *DONE*...

IS TOSS IT INTO THE *FIRE*...

AND GET BACK TO THE OTHER ROOM ...*FAST!*

WITH MY FIRE-PROOF *WEBBING,* I'VE MADE A PERFECT *SMOKE BOMB!*

HE *SUSPECTS* SOMETHING!

I CAN TELL BY HIS *EX-PRESSION!*

CARE TO SAVE ME FROM A *WALL-FLOWER'S* FATE, SIR GALAHAD?

HE'S STANDING AT THE OTHER SIDE OF THE ROOM...WAITING FOR THE *MUSIC* TO STOP!

MY EVERY *INSTINCT* TELLS ME HE'S GETTING READY TO *STRIKE!*

BUT WHEN HE *DOES*... IT'S GOT TO BE THE TWO OF US...*ALONE!*

MMMM... YOU DANCE VERY *WELL*, MR. P... FOR A *STATUE!*

THERE'S THE *SMOKE* ...AT LAST!

LOOK! FROM THE NEXT ROOM... *FIRE!!*

IT'S TRUE! THE ROOM IS FILLING WITH *SMOKE!* THE APARTMENT'S ON *FIRE!*

WHEN YOU THROW A *PARTY*, MAN, YOU DON'T KID *AROUND!*

CLAM UP, MJ! THIS IS *SERIOUS!* IF WE SHOULD BE *TRAPPED* IN HERE--!

QUICK, HARRY... GET THE *GIRLS* TO SAFETY! I'LL FOLLOW WITH YOUR *DAD!*

MOVE IT, FELLA!

SO FAR, SO *GOOD!*

IF I CAN JUST GET THEM *OUT* BEFORE THEY REALIZE IT'S ONLY A SMOKY *FALSE ALARM--!*

UH OH! OSBORN KNOWS IT'S A TRICK! HE'S FURIOUS!

PARKER! PARKER! YOU'RE NOT ESCAPING ME AS EASY AS THAT!

HIS STRENGTH IS FANTASTIC!

HE'S JUGGLING THAT FURNITURE AS IF IT'S MADE OF CARDBOARD!

YOU FOOL! I DON'T EVEN HAVE TO SEARCH FOR YOU...!

...NOT WHEN I CAN MAKE YOU COME TO ME!

...SIMPLY BY HEADING FOR...YOUR AUNT!

THEN I WAS RIGHT! HE DOES REMEMBER EVERYTHING!

ALL THESE MONTHS... IT'S THE ONE THING ...THAT'S KEPT ME IN THE GRIP OF TERROR!

SO NOW THE WRAPS ARE OFF... IT'S OUT IN THE OPEN, AT LAST!

WELL, MAYBE IT'S BETTER THIS WAY!

AT LEAST IT'LL FINALLY BE FINISHED...

ONE WAY...OR ANOTHER!

AND, IF EVER THERE WERE *TWO MINDS*... WITH BUT A *SINGLE THOUGHT*...!

HERE'S WHERE I *SETTLE UP* WITH PARKER... *ONCE AND FOR ALL!*

THAT LITTLE *GRAND-STAND PLAY* OF HIS CAN'T SAVE HIM *NOW!*

NOTHING CAN!

HARRY! WHAT HAPPENED TO *PETER*... AND YOUR *DAD?*

YOU CAN *RELAX*, FOLKS! IT WAS JUST A *FALSE ALARM!*

SOME SMOLDER-ING *CELLOPHANE* CAUSED A LOT OF *SMOKE* IN THE FIREPLACE... THAT'S *ALL* IT WAS!

BUT YOU DID THE RIGHT THING *CALLING* US, ANYWAY!

DOESN'T PAY TO TAKE *CHANCES!*

WELL, *THAT'S* A RELIEF!

BUT I *STILL* WONDER WHERE THEY *ARE!*

WHO KNOWS? MAYBE THEY FOUND A *COOLER* PARTY!

BUT, ALAS, EVEN THE MOST *LIBERAL* INTERPRETATION CAN'T QUITE SUBSTANTIATE MJ'S SWINGIN' SUPPOSITION...

THEY'LL BE WONDERING WHAT *HAPPENED* TO OSBORN AND ME...

BUT THAT'S THE *LEAST* OF MY WORRIES RIGHT *NOW!*

EVERYTHING DEPENDS ON MY MOVING *FASTER* THAN... THE *GOBLIN!*

HOWEVER, THE WEB-SLINGER'S FEARSOME *FOE* IS NO SLOUCH IN THE *SPEED* DEPARTMENT HIMSELF...

LUCKILY, MY NEAREST *HIDEOUT* WAS ONLY SECONDS AWAY!

SLAM!

THUS, I'M ABLE TO EFFECT MY *GREATEST* TRANSFORMATION WITH ALMOST *NO* DELAY!

NOW, ALL I NEED DO IS AMPLY STOCK MY LITTLE *ARSENAL*---

---MAKE CERTAIN THAT MY *GOBLIN GLIDER* IS ALL TUNED-UP AND READY FOR FLIGHT---

AND THEN, WITH THE FINAL CHECK-OUT *COMPLETED*...

THE TIME HAS COME FOR *SPIDER-MAN* TO FACE HIS INEVITABLE *DEATH*---

AT THE HANDS OF THE SUPREMELY POWERFUL *GREEN GOBLIN!*

WHILE, AT THAT VERY *INSTANT*...

NO SIGN OF HIM *YET!* HAVE I BEATEN HIM TO THE PUNCH? OR...

HAS HE REACHED AUNT MAY *ALREADY?*

NO! I DARE NOT EVEN *THINK* OF THAT!

ALL I CAN DO IS TRUST TO *LUCK*...

...AND TO THE POWER OF SPIDER-MAN!

I MAY NOT HAVE A JET-POWERED *GOBLIN GLIDER* TO RIDE...

BUT MY OWN WAY-OUT *WEBBING* HASN'T FAILED ME *YET!*

AND I'M WILLING TO *BET* THAT WHEN I NEED IT THE *MOST*...

IT'S NOT GONNA FAIL ME *NOW!*

I WAS *RIGHT!* THERE HE *IS!*

HE'S JUST BEGUN *CIRCLING* OVER HER HOUSE!

NO *SIGN* OF HIM YET!

BUT HE'LL SHOW UP! HE KNOWS THAT HE *MUST!*

HOLD IT, GOBLIN! THIS IS THE *END* OF THE LINE!

SPIDER-MAN!

FOR *ONCE* YOUR OUTBURST HAS THE RING OF *TRUTH*..!

IT'S THE END OF THE LINE *INDEED!*

BUT... IT'S THE END FOR *YOU!*

I ATTACKED LIKE A BLUNDERING *AMATEUR!*

I FORGOT HOW *FAST* HIS GLIDER MOVES!

NOW, I'LL JUST MAKE SURE YOU DON'T GET *BORED*...

--*GORED* PERHAPS, BUT NEVER *BORED!*

HE'S ADDED NEW *WEAPONS* TO THAT BLASTED CONTRAPTION...

AS IF IT WASN'T DEADLY ENOUGH *BEFORE!*

ZZZZZZZZ

STOP!

SO! YOUR MUCH-VAUNTED SPIDER SPEED MANAGED TO SAVE YOU THAT TIME!

WELL, IN A WAY... THAT PLEASES ME!

IT MEANS YOU WILL LIVE LONG ENOUGH...

YES, LONG ENOUGH TO WATCH ME DIVULGE SPIDER-MAN'S IDENTITY ...TO YOUR UN-SUSPECTING AUNT MAY!

KRAAKK!

THWIPPP!

NO! NO!

I'VE GOT TO STOP HIM... I'VE GOT TO! NO MATTER WHAT!

PTHAT!

GOT HIM!

YOU MASKED FOOL!

HAVE YOU SO SOON FORGOTTEN MY GOBLIN BLAST?!!

YAP!

BUT, IF YOU HAVE...

PERHAPS THIS WILL SERVE TO REMIND YOU!

THUD!

I...NEVER DID KNOW... HOW HE RIGGED UP... THAT POWER BLAST DEVICE... INSIDE HIS GLOVE...!

BUT NOW... MY ONLY CHANCE... IS TO COUNT ON... HIS VANITY!

IF HE THINKS I'M HELPLESS ...HE'LL TRY TO FINISH ME... WITH HIS BARE HANDS!

SO ACT BEATEN, SPIDEY... TILL HE GETS CLOSER... CLOSER..!

HAH! LOOK AT THE ONCE-MIGHTY SPIDER-MAN GROGGY... STUNNED... TOTALLY CRUSHED!

I CAN RETRACT MY SPIRAL SKEWER NOW...

I'LL NEED NOTHING BUT MY STRENGTH!

HERE HE COMES! THIS IS IT--!

NOW!

I WASN'T ABLE TO PUT *ALL* MY MUSCLE INTO THAT BLOW... BECAUSE I *HURLED* IT WHILE OFF BALANCE!

BUT, IT WAS *STILL* GOOD ENOUGH TO SET HIM UP FOR... *NO! I..I CAN'T!*

IT'S THE *SAME* PROBLEM AS *LAST* TIME! SO LONG AS HE *LIVES*... MY *SECRET*... AND MY *LIFE*... ARE IN DANGER!

BUT, I STILL CAN'T *KILL* HIM... IN COLD BLOOD!

ALL I CAN HOPE TO *DO*... IS LURE HIM *AWAY*...FROM AUNT MAY!

LUCKILY, WE HAVEN'T *YET* MADE ENOUGH NOISE TO *WAKEN* HER---

AND I'VE GOT TO *KEEP* IT THAT WAY!

HE SOUNDS *LIVID* WITH RAGE---MAD ENOUGH TO HAVE *FORGOTTEN* AUNT MAY...

WHICH IS JUST WHAT I *WANT!*

NOW *MOVE*, SPIDEY... *MOVE!*

YOU CHICKEN-HEARTED *WEAKLING!*

YOU HAVEN'T *SPUNK* ENOUGH TO TRY TO *FINISH* ME!

NOT THAT THE ATTEMPT COULD DO YOU ANY *GOOD!*

MY HARM-LESS-LOOKING *PSYCHEDELIC PUMPKIN* WILL *ROOT* YOU TO THE SPOT!

I KNOW THIS IS ONLY A *TEMPORARY* DELAY---

BUT, IT'S ALL I CAN *DO*...TILL I THINK OF *SOMETHING*...OR...

I CAN'T KEEP RUNNING *FOREVER!*

TILL I'M *BEATEN!*

YOU'RE RUNNING *IN VAIN*, WALL-CRAWLER!

BUT, JUST TO MAKE *CERTAIN* THAT YOU DON'T ACCIDENTALLY *EVADE* ME...

YOU CAN'T DODGE MY LITTLE *FLYING DISCS* MUCH LONGER!

PSYCHEDELIC?? IT LOOKS LIKE AN ORDINARY *JACK-O-LANTERN* TO ME!

YOU'VE *HAD* IT, FOOL!

THE WAY HE'S GETTING OUT OF *RANGE*... CAN IT BE A *BOMB*... ABOUT TO *EXPLODE*?

NO! IT'S STARTING TO EMIT... SOME SORT OF *VAPOR!*

NOW THE *LID'S* FALLING OFF!

IS THIS... HIS IDEA OF... A *GAG*?

THIP!

IT'S *NOT* A GAG! IT *CAN'T* BE!

THE GOBLIN DOES *NOTHING* WITHOUT GOOD *REASON!*

WHAT'S *THAT*?? A *HEAD*... *HIS* HEAD... STARTING TO... *MATERIALIZE!!*

VAPOROUS *ARMS*... TAKING SHAPE ... *SEIZING* ME!

IT *CAN'T* BE! WHATEVER *ELSE* HE IS... THE GOBLIN *ISN'T*... I *KNOW* HE ISN'T... A *MAGICIAN!*

BUT... THERE ARE *OTHER* SHAPES... COMING FROM... THE *PUMPKIN!*

YOU ARE *DOOMED*, PETER PARKER!

WE NOW KNOW WHO YOU ARE!

YOUR SECRET IS A SECRET NO LONGER!

DID YOU THINK THAT YOU...OR ANY-ONE...COULD POSSIBLY WIN EVERY BATTLE?

EVEN THOUGH YOU MAY HAVE DEFEATED OTHER MULTI-POWERED ARCHFOES IN THE PAST...

THIS TIME YOU HAVE MET YOUR MASTER!

FOR, THIS TIME YOU WERE FOOLHARDY ENOUGH TO CHALLENGE...

THE GREEN GOBLIN!!

IT'S MAD! IT ISN'T POSSIBLE! AND YET...

I SEE IT... I HEAR IT...!

THEY'RE ALL AROUND ME!! GETTING CLOSER... CLOSER! I CAN'T ESCAPE...!

BUT NOW... THE SHAPES ARE *CHANGING!*

THEY'RE TURNING INTO... THE FACES OF THOSE... I KNOW *BEST!*

BUT... THEY'RE *MOCKING*... *HURT*... THEY'RE *ANGRY*... AS IF... I'VE *FAILED* THEM!

NOW THEY'RE CHANGING *AGAIN*... BEGINNING TO *FADE*...

THEY'VE BECOME *GIGANTIC FIGURES*...

FIGURES OF MY WORST... MY *DEADLIEST* ENEMIES!

THEY'RE COMING *TOWARDS* ME... *GROWING* AS THEY DRAW NEARER...

AND THE *GOBLIN* IS *LEADING* THEM! IT'S ALL *HIS* DOING! *THIS* IS THE VICTORY HE'S *WAITED* FOR!

NOW, SPIDER-MAN... PREPARE TO *DIE!*

ALL HOPE IS GONE! THERE IS NO ESCAPE FOR YOU... NO PLACE TO RUN!

YOU ARE WEAPONLESS ...DEFENSE-LESS!

NO! YOU LIE!

I'VE GOT MY BRAIN... MY BRAIN!! THE BRAIN THAT TELLS ME THIS CANNOT BE!

THE BRAIN THAT GIVES ME HOPE ...WHEN THERE IS NO HOPE!

THE BRAIN THAT WILL NOT LET ME PANIC!

AND NOW, I KNOW AT LAST... THE WAY TO BEAT HIM!!

THE FIGURES ...ARE GONE!

THE SOUNDS... THE SIGHTS... EVAPORATING!

NONE OF IT... WAS REAL! THAT'S WHY HE CALLED THE PUMPKIN PSYCHEDELIC!

IT SIMPLY EMITTED... AN HALLUCINATORY GAS!

BUT, MY SPIDER-STRENGTH... MY OWN WILL... ENABLED ME TO OVERCOME IT!

YOU *SURPRISE* ME, MASKED MAN!

I EXPECTED YOU TO BE AN ABJECT, WHIMPERING *SHELL* OF A FOE BY NOW!

BUT, IT REALLY DOESN'T MATTER... FOR I'VE *TOYED* WITH YOU LONG ENOUGH!

AND *NOW* ...WITH ONE *FINAL BLOW*, I'LL... *WHA..??!*

NO ONE CAN MOVE THAT *FAST!*

FFWAZZPP!

NO ONE... *EXCEPT* *SPIDER-MAN!!*

MY FIRST STEP IS TO *WEAKEN* HIM... SHAKE HIS *CON-FIDENCE* IN HIMSELF!

AND *THIS* IS AS GOOD A WAY TO BEGIN AS *ANY!*

SPOK!

UHMMMPHH!

HE'S GETTING *DESPERATE*... REACHING FOR ANOTHER *WEAPON!*

YOU WON'T ESCAPE ME *AGAIN!!* YOU *CAN'T!* I WON'T *LET* YOU!

HE'S *FRANTIC!* ...*OVER-ANXIOUS* --- STARTING TO *FUMBLE!*

YOU'VE *HAD* IT, MISTER!

THAT BAG WON'T HELP YOU *THIS* TIME!

NO! YOU WERE *BEATEN!!* I HAD *WON!*

YOU *CAN'T* OUT-FIGHT ME *NOW!*

GOBLIN, YOU'RE A *PHONY!*

I COULD HAVE *FLATTENED* YOU ANY TIME I *FELT* LIKE IT!

I WAS *TOYING* WITH YOU TILL NOW... BUT YOU'RE TOO *DUMB* TO REALIZE IT!

IT'S *WORKING!* I'M *GETTING* TO HIM! HE'S STARTING TO *TREMBLE* WITH RAGE!

YOU *DARE* SPEAK THAT WAY... TO *ME?!!*

YOU THINK I *NEED* MY WEAPONS TO DEFEAT YOU??

YOU THINK I'M NOT YOUR *MASTER*, ANYWAY??

YOU JUST *KNOW* IT, CHARLIE!

WOW! THERE'S NO *DENYING* HIS STRENGTH ...OR HIS *SKILL!*

EXCEPT FOR MY *SPIDER SPEED*, HE'D HAVE *HAD* ME!

YOU CAN DODGE *SOME* OF MY BLOWS, YOU WALL-CRAWLING WEASEL...

BUT YOU CAN'T DODGE THEM *ALL!*

AND, WHEN I FINALLY *CONNECT*...

IT'LL BE YOUR *FINISH!*

IF YOU'RE TRYING TO *TALK* ME TO DEATH, YOU MAY *HAVE* SOMETHING THERE, MAN!

OTHERWISE... *FORGET* IT!

GOOD! HE'S STARTING TO SWING *WILD!*

BUT...THE STRENGTH... IN HIS *FINGERS*... IS HARD TO *BELIEVE!*

I'VE GOT TO...BREAK FREE... *FAST!*

HAH! *OUT-FOXED* YOU THAT TIME!

NOW THE MOMENT IS *MINE!*

I HATE TO BE A *SPOIL SPORT*, SWEETIE..!

ZAP!

BUT, IF I WAS AS EASY TO BEAT AS ALL *THAT*...

SOCK!

I'D *NEVER* HAVE BECOME A *LEGEND* IN MY OWN TIME... *RIGHT?*

SAY! I HOPE I'M NOT *BORING* YOU?

HAVE TO KEEP *PULLING* MY PUNCHES!

DON'T DARE FORGET...HE'S *STILL* HARRY'S *DAD!*

...SO I DON'T *DARE* FIGHT HIM TO A *FINISH!*

BUT I *STILL* CAN'T LET HIM *GO*... WITH THE KNOWLEDGE OF MY *TRUE IDENTITY!*

THEREFORE... I'VE GOT TO TAKE THE BIGGEST *GAMBLE* OF ALL..!

EVERYTHING DEPENDS ON HOW MUCH I'VE *WEAKENED* HIM...

AND ON THE FACT THAT HE'S *MENTALLY ILL* ...TO BEGIN WITH!

OKAY, GOBBY! THE BALL-GAME'S *OVER!*

NO! *NO!* YOU HAVEN'T WON *YET!*

FOR THE LUVVA *MIKE!* WHAT DOES IT TAKE TO *CONVINCE* YOU??

HIS *BAG!* HE THINKS HE STILL HAS A *CHANCE*... IF HE CAN *REACH* IT!

SORRY, SIR... YOU'LL HAVE TO TAKE *SECONDS* FROM HERE ON IN!

...BECAUSE *THIS* IS THE MOST IMPORTANT PART OF MY LITTLE *PLAN!*

IF HIS *PSYCHEDELIC PUMPKIN* WORKED SO WELL ON *ME*---

I'M HOPING IT'LL DO A *BETTER* JOB... ON *HIM!*

NO! IT'S *MINE!* YOU CAN'T *HAVE* IT!...NOT *THAT!*

IT'S MY MOST *BRILLIANT* WEAPON ...THE GOBLIN'S *MASTERPIECE!*

THERE'S NO OTHER *WAY!*

IT HAS TO BE *NOW!*

WHATEVER I'M ABOUT TO *DO*... IS FOR YOUR OWN *GOOD!*

I KNOW YOU CAN'T EVEN BEGIN TO *BELIEVE* ME...OR TO *UNDERSTAND*...

BUT I'VE *GOT* TO DO IT...NO MATTER *WHAT!*

BREATHE IT *IN*, SLOWLY...BREATHE THE *VAPORS*... *YOUR* VAPORS!

THAT'S *IT!* IT'S *WORKING!* IT *HAS* TO WORK! EVERYTHING *DEPENDS* UPON IT!

NOW *DREAM*, DO YOU HEAR ME? *DREAM!*

DREAM... AS YOU NEVER DID *BEFORE*... AS YOU NEVER WILL *AGAIN!*

AAAAAAAAIIIEEEEE

NO! NO! DON'T MAKE ME LOOK... DON'T MAKE ME HAVE TO... FACE MYSELF!!

YOU MUST! YOU HAVE TO! IT'S THE ONLY WAY!

SEE!! SEE WHAT THE GOBLIN REALLY IS!!

AND NOW... LOOK AT ME! LOOK AT SPIDER-MAN!

THAT'S IT! KEEP LOOKING! DON'T TURN AWAY!

THEY'RE THE TWO MOST HORRIBLE THINGS IN THE WORLD!!

THE GREEN GOBLIN... AND SPIDER-MAN!!

SPIDER-MAN...

...AND THE GREEN GOBLIN!

THEIR FACES... THEIR NAMES... WILL HAUNT YOU... WILL TURN YOU OFF!!

SPIDER-MAN GOBLIN SPIDER-MAN GOBLIN SPIDER-MAN GOBLIN SPIDER-MAN GOBLIN SPIDER-MAN GOBLIN

THE SECONDS TURN TO MINUTES ...AND THE MINUTES TICK MADDENINGLY BY... AS THE SAME TWO NAMES ARE *REPEATED*...OVER AND *OVER* AND *OVER* UNTIL, AT LAST...

THESE *CLOTHES* I'M WEARING... THEY'RE A *COSTUME!!*

THEY'RE... THE *GOBLIN'S* COSTUME!

NO! NO! NO!

RRRRIPP!

I CAN'T *BEAR* IT! NOT THE *GOBLIN!* NOT *HIS* COSTUME! NOT *HIS!!*

SSSKK KKATCH!!

SPIDER-MAN!!

THE WAY HE SAID: "WHOEVER YOU ARE"--!

NO! NOT YOU, TOO! STAY *BACK!* *STAY BACK!!*

STAY *AWAY* FROM ME... *WHOEVER* YOU ARE!

IT CAN ONLY MEAN... HE NO LONGER *REMEMBERS!*

THE *SHOCK*... THE *AGONY* OF THE PSYCHEDELIC GAS -- HAVE FORCED HIM TO *CLOSE HIS MIND* TO ANYTHING HAVING TO DO WITH *SPIDER-MAN*... OR THE *GREEN GOBLIN*...

JUST AS I *PRAYED* IT WOULD!

NOW, THE ONLY QUESTION IS... DO I DARE TO HOPE THAT THE EFFECT WILL BE *PERMANENT?*

STAY *AWAY!* *PLEASE*... STAY *AWAY!*

NOW... THE *FINAL* TEST!

I'LL REMOVE MY *MASK*... AND SEE IF HE STILL ASSOCIATES *PETER PARKER* WITH SPIDER-MAN!

NO REACTION!

WHERE HE COULDN'T BEAR THE SIGHT OF *SPIDEY*... THE FACE OF *PETER PARKER* HAS SIMPLY *RELAXED* HIM... HE'S STARTING TO *DOZE!*

IF MY GUESS IS *RIGHT*, HE'LL WAKE UP UNABLE TO *TALK* ABOUT... OR EVEN *THINK* ABOUT... ANYTHING TO DO WITH THE *GREEN GOBLIN*... OR *SPIDER-MAN!*

AND, AT THE SAME TIME, HIS OWN *SUBCONSCIOUS* WILL SHUT OUT ANY MEMORY OF MY DUAL IDENTITY!

WHICH MEANS... MY SECRET IS *SAFE*...

...FOR AS LONG AS HIS BRAIN IS AFFECTED BY THE *GAS!*

AND, DUE TO THE *INTENSIFIED* EXPOSURE TO WHICH I SUBJECTED HIM...

I'M HOPING... FOR *HIS* SAKE, AS WELL AS *MINE*... THAT THE EFFECTS WILL BE... *PERMANENT!*

I GUESS IT'S *LATE* ENOUGH... AND *DARK* ENOUGH... TO MAKE IT TO MY APARTMENT--

--*UNMASKED*, FOR A FAST CHANGE OF *CLOTHES!*

MINUTES LATER...

NURSE...DO YOU STILL HAVE MR. OSBORN'S OLD *ROOM* AVAILABLE?

OH DEAR! WHAT *HAPPENED* TO HIM?

NOTHING *SERIOUS*, I HOPE! I THINK HE'S JUST *OVER-TIRED!*

PERHAPS HE WAS RELEASED FROM THE HOSPITAL A LITTLE TOO *SOON!*

HIS SON THREW A *PARTY* FOR HIM...AND THE *EXCITEMENT* MUST HAVE BEEN TOO MUCH!

WELL, THE *IMPORTANT* THING IS TO SEE THAT HE GETS PLENTY OF *REST!*

I'LL LOOK AFTER HIM, AND NOTIFY THE *DOCTOR* IMMEDIATELY!

PUBLIC TELEPHONE

AND *I* BETTER LET *AUNT MAY* KNOW THAT I'M OKAY!

BETTER CALL HIS *SON* NOW, NURSE!

IF I KNOW *HARRY*, HE'LL BE *WORRIED* ABOUT HIS DAD!

PETER DEAR! WHY ON EARTH ARE YOU PHONING SO *LATE?*

WHAT? YOU WANTED TO LET ME KNOW...EVERYTHING IS *ALL RIGHT?* THERE'S NO MORE *DANGER?*

WHAT *SORT* OF DANGER?

I'M AFRAID I DON'T *UNDERSTAND!*

OH, *BROTHER!* I REALLY *DID* IT THIS TIME!

WHY DID I HAVE TO CALL HER WHEN I WAS SO *TIRED*...AND NOT *THINKING* CLEARLY?

WHAT AM I GONNA SAY *NOW?*

PETER! IS THERE SOMETHING *WRONG?* WHY ARE YOU ACTING SO *STRANGELY?*

PETER??

NO, AUNT MAY... YOU *MISUNDERSTOOD!* I, EH, REALLY WANTED TO SAY THAT *MR. OSBORN* IS IN NO DANGER! THEY *FOUND* HIM! HE'S *ALL RIGHT!*

OH, YOU *DEAR, DEAR* BOY... CALLING ME SO I WOULDN'T *WORRY* ABOUT YOUR FRIEND'S FATHER!

HOW VERY *THOUGHTFUL* OF YOU!

YEAH... THOUGHTFUL!!

BOY! WAS THAT A CLOSE ONE!

OH, IF I KNEW THE GANG WAS COMING, THE NURSE COULD HAVE SAVED HERSELF A PHONE CALL!

HI, GROUP! HOW'S THE PARTY GOING?

PETE! WHERE IN BLAZES HAVE YOU BEEN!

IS MY DAD HERE?

YOU KNOW IT, HARR!

WE LOOKED ALL OVER... THIS WAS OUR LAST TRY! WHAT HAPPENED?

OKAY, P.P., THINK FAST... AND DON'T GOOF THIS TIME!

THE EXCITEMENT TIRED HIM OUT... SO I THOUGHT I'D BETTER BRING HIM HERE!

HE BELIEVES ME! THAT'S ALL THAT COUNTS!

BUT NEXT TIME, LET A FELLA KNOW!

YOU MAY SEE YOUR FATHER NOW!

WE THOUGHT YOU'D DESERTED US, PETEY-O... CUTTING OUT THE WAY YOU DID!

SURE! YOU KNOW ME... I CAN'T RESIST A SWINGIN' HOSPITAL!

TELL YOU WHAT... LET'S WAIT FOR HARRY AT THE COFFEE BEAN!

I'LL TELL YOU MY LIFE STORY OVER A CUP OF JAVA!

WHILE YOU'RE AT IT, MAN!..

GROOVY, MR. P.!

THROW IN A GLITZY SUNDAE AND I'LL LISTEN ALL NIGHT!

THAT'S IT, WEB-HEAD! KEEP A STIFF UPPER CHOMPER AND ALWAYS LEAVE 'EM LAUGHING!

... JUST AS THOUGH YOU COULDN'T CARE LESS ABOUT WHETHER THE GREEN GOBLIN WILL EVER RETURN!

YOU MUST LIVE RIGHT, TIGER!

HERE YOU ARE WITH TWO WAY-OUT CHICKS... AND NOT A CARE IN THE WORLD!

LIKE THE LITTLE LADY SAID, MAN O'MINE...

LET THE GOOD TIMES ROLL!

YEAH! WHY NOT... LET THE GOOD TIMES.. ROLL--?

THE END--?

NEXT ISSUE:
THE MYSTERY OF THE TV TERROR!

SPIDERMAN SPECIAL

TWICE AS MANY PAGES!

TWICE AS MANY THRILLS!

MARVEL COMICS GROUP

25¢ IND.

5 NOV

KING-SIZE SPECIAL!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

AT LONG LAST--
THE PARENTS OF PETER PARKER!

"THE PARENTS OF PETER PARKER!"

MY SPIDER SENSE! TINGLING LIKE MAD! IT MEANS-- I'M ABOUT TO BE ATTACKED!

AMONGST THE SILENT SHADOWS OF THE MYSTERIOUS CASBAH, IN FAR-OFF ALGERIA, A STEALTHY, SUPER-POWERED FIGURE GRIMLY SEARCHES FOR-- BUT, WAIT! IT WILL ALL BE REVEALED TO YOU IN GOOD TIME! RIGHT NOW, SPIDEY SENSES DANGER-- AND SO OUR SAGA BEGINS--

WARNING!! WHEN YOU FINALLY MEET OUR SCURRILOUS SUPER-VILLAIN, PREPARE YOURSELF FOR ONE OF THE BIGGEST SURPRISES OF THE YEAR!

PHANTASMAGORICALLY PRODUCED BY:
SMILIN' STAN LEE and LARRUPIN' LARRY LIEBER
EMBELLISHED BY: MICKEY DEMEO
LETTERED BY: ARTIE SIMEK
JAZZY JOHNNY ROMITA, CHAOTIC CONSULTANT

THE SHADOW OF A *MAN*-- WIELDING A *KNIFE!*

I'LL WAIT TILL THE *LAST* SECOND... AND *THEN*--!

--I'LL HURL MYSELF *ASIDE!!*

WOW! WHOEVER TOSSED *THAT*--JUST WASN'T *KIDDING!*

PTWANNG!

AND, WHAT'S EVEN *WORSE*--

HE WASN'T *ALONE*, EITHER!

OKAY, WEB-HEAD-- HERE WE GO *AGAIN*--!

Y'KNOW SOME-THING, MISTER?

GETTING *AMBUSHED* LIKE THIS MAKES ME MIGHTY *ANGRY!*

NOT JUST BECAUSE YOU'RE OUT TO SHORTEN MY *LIFE SPAN--*

BUT, EVEN MORE THAN *THAT--*

A FELLA LIKE *ME* KINDA RESENTS BEING CON-SIDERED A *PUSH-OVER!*

ONE THING I'LL SAY FOR THEM-- THEY SURE DON'T *TALK* A LOT!

I DON'T KNOW WHO *TIPPED* THEM OFF ABOUT ME--BUT *ONE* THING'S FOR SURE--

MEMBERS OF MY *FAN CLUB* THEY'RE *NOT!*

C'MON, GUYS--THE *LEAST* YOU COULD DO IS *APPLAUD!*

YOU SURE DON'T SEE LEAPS LIKE *THIS* EVERY DAY!

ZOK!

WHOEVER IT WAS THAT SENT YOU *AFTER* ME FORGOT ONE LITTLE THING--

EVEN THOUGH I'M SUPPOSED TO BE A *FALL GUY*--

HE FORGOT TO *TELL* YOU THAT *VICTIMS* SOMETIMES FIGHT *BACK!*

BUT I'M BETTING YOU'LL *REMEMBER* IT FROM NOW ON!

OH *NO!* THIS IS *TOO MUCH!*

THAT JOKER IS ACTUALLY TRYING TO STOP ME WITH A CART FULL OF *MELONS!*

I WONDER IF HE EVER WORKED FOR THE *KEYSTONE COPS?!!*

I KINDA HATE TO *DISAPPOINT* SUCH A TRUSTING LITTLE TYKE--

BUT, FROM WHERE *I* SIT, A *WATERMELON* ISN'T EXACTLY THE *ULTIMATE WEAPON!*

UH OH! *ONE* EAGER BEAVER IS STILL TRYING TO REACH HIS *LUGER!*

BKAM!

SORRY, SON-- YOU'VE ALREADY *HAD* YOUR TURN!

THWIPPP!

PZOK!

--SO GIVE SOMEONE *ELSE* A CHANCE!

HERE COMES *ANOTHER* MISGUIDED SOUL--!

HE THINKS HE CAN YANK ME *OFF* HERE ALL BY HIS LONESOME!

WELL, I'LL LET HIM *HAVE* HIS FUN--AND SEE WHAT *HAPPENS!*

I'LL BET HE'S *GLOATING* LIKE MAD BACK THERE!

HE PROBABLY FIGURES I'VE *HAD* IT BY NOW!

WHOEVER THEY ARE--THEY *STILL* DON'T HAVE ANY IDEA OF THE ACTUAL *POWER* OF THEIR FRIENDLY VISITING *SPIDER-MAN!*

WHICH *REMINDS* ME--EVEN THOUGH THIS LITTLE *WORKOUT* IS JUST WHAT I NEEDED--

--I DIDN'T TRAVEL HALF-WAY AROUND THE WORLD JUST FOR *KICKS!*

SO I'D BETTER *WRAP* THIS UP AND GET ON WITH THE JOB AT HAND!

THUD!

WHEN HIS BLOODTHIRSTY LITTLE BUDDIES SEE WHAT I CAN *REALLY* DO--

I'M BETTING THEY'LL SUDDENLY *REMEMBER* THAT THEY HAVE LOTS MORE IMPORTANT BUSINESS TO ATTEND TO *ELSEWHERE!*

AND, JUDGING BY THE FRANTIC *FOOTSTEPS* I HEAR--I WAS *RIGHT!*

BUT, I'D BETTER NOT LET THEM *ALL* GET AWAY!

THERE'S STILL TOO MUCH FOR ME TO *LEARN*--

AND ONE OF THOSE CHARACTERS MAY HAVE THE *ANSWERS* I'M LOOKING FOR!

I DON'T EVEN KNOW WHO MY *ENEMY* IS--

BUT, *SOMEONE* MUST HAVE SENT THEM OUT TO *ATTACK* ME!

WHICH MEANS--HE KNOWS THE *REASON* WHY I'M HERE!

BUT, FOR ONE BRIEF SECOND, THE YOUTHFUL WEB-SLINGER LOSES HIS OWN NATURAL *CAUTION*, AS HE FAILS TO NOTICE THE DEADLY *PISTOL* BEING WITHDRAWN FROM BENEATH A SILKEN WAIST SASH--!

ALL I HAVE TO DO IS KEEP THEM IN *SIGHT*--!

A SPLIT-SECOND LATER, REALIZING THE DANGER--THE STARTLED *SPIDER-MAN* BARELY HAS TIME TO AVERT HIS HEAD ENOUGH TO SAVE HIS *LIFE*--AND THEN--

HE HAS A *GUN*!

ABOUT TO *SHOOT*!!

I'VE GOT TO *SPIN* AROUND AND-- *UNHHH*!

KRAK

WE ARE TRULY *FORTUNATE!*

HE IS *FINISHED!*

HE WAS A MOST *DANGEROUS* ENEMY!

NOW WE MUST REPORT WHAT HAS OCCURRED-- TO THE *MASTER!*

*STUNNED AND WEARY, HIS HEAD **THROBBING** WITH THE IMPACT OF A THOUSAND ANVILS, SPIDEY LIES ALONG THE LIP OF THE CANAL, AS THE SILENT SHADOWS OF EVENING **SWIRL** CRAZILY ABOUT HIM--*

*THEN, AS HE SLOWLY SINKS INTO A HELPLESS **COMA**, HIS MIND GOES DRIFTING **BACK**--BACK INTO THE NOW-VANISHED **PAST**--*

--BACK TO THAT ONE TRAUMATIC *MOMENT*--JUST A FEW SHORT DAYS AGO--WHEN IT ALL *BEGAN*--WHEN HE MOVED A TRUNK INTO THE BASEMENT AT THE REQUEST OF HIS DOTING *AUNT MAY*--!

CAREFUL, PETER DEAR! I WOULDN'T WANT YOU TO *STRAIN* YOURSELF!

DON'T WORRY, AUNT MAY! I CAN HANDLE IT!

THEN, IT *HAPPENED!* THE RICKETY TRUNK BEGAN TO *SLIP* DOWN THE STAIRS--AND, IN AN EFFORT TO *STOP* IT, PETER PARKER SUDDENLY LUNGED OUT--*GRIPPING* IT WITH ALL HIS AMAZING *STRENGTH*--

I GRABBED IT *TOO HARD!* I TORE THE LOCK FROM ITS HINGES--WITH MY *BARE HAND!*

IF *AUNT MAY* HAD BEEN WATCHING--HOW COULD I EVER *EXPLAIN* TO HER--ABOUT MY *POWER??*

I'VE GOT TO PICK EVERYTHING UP AND THEN *REPAIR* THE LATCH SOMEHOW--BEFORE SHE'S AWARE OF IT!

SHE MUST HAVE BEEN SAVING THESE MEMENTOS IN THE ATTIC FOR *YEARS!* OLD LETTERS--SOUVENIRS--PHOTOGRAPHS--SOME OF THEM YELLOW WITH *AGE!*

THIS PHOTO--AND THAT *NEWSPAPER CLIPPING!* THE MAN'S *FACE*--HE LOOKS LIKE--*ME!*

THE *NAME*--*RICHARD PARKER*--! NO WONDER HE LOOKS LIKE ME!!

HE'S GOT TO BE--*MY FATHER!!*

BUT--THE NEWSPAPER CLIPPING!! IT CAN'T BE *TRUE!* IT--IT *CAN'T* BE!!

NEWS SERVICE . . . JUNE '49

RICHARD PARKER AND WIFE KILLED IN PLANE CRASH IN ALGERIA

PARKER PRIME SUSPECT IN SPY PLOT AGAINS THE UNITED STATE

INCRIMINATING EVIDENC FOUND UPON HIS BODY

U.S. Embassy Refuses Comment

Congress Demands Investigation

Public Demands To Know "Wh Did They Betray Their Country

ACCUSED TRAITORS — PHOTOGRAPHED BEFOR THE FATAL ACCIDEN

ALL MY LIFE--I'VE WONDERED--WANTED TO KNOW--WHO MY *PARENTS* WERE!!

AND NOW--AT LAST--I *FIND OUT*--!!

THEY WERE BOTH--*TRAITORS!!*

THEN--*THIS* IS WHY AUNT MAY HAS *KEPT* IT FROM ME--ALL THESE YEARS!!

PARKER PRIME SUSPECT IN SPY PLOT AGAINST THE UNITED STATES

INCRIMINATING EVIDENCE FOUND UPON HIS BODY

BUT I'VE GOT TO KNOW *MORE!* I CAN'T JUST PRETEND IT NEVER *HAPPENED!*

NO MATTER *WHAT* THEY WERE GUILTY OF--NO MATTER *HOW* IT MAY HURT--

AUNT MAY!! THIS *CLIPPING*--IT FELL OUT OF THE *TRUNK!*

CLIPPING? YOU CAN'T MEAN--? OH *NO!* YOU DIDN'T--*FIND* IT--!!

YOU NEVER *TOLD* ME--ANYTHING *ABOUT* MY PARENTS--EXCEPT THAT THEY *DIED*--WHEN I WAS A BABY!

NOW I KNOW --THE REASON *WHY!*

OH, PETER --I'M SO *SORRY!!*

YOUR UNCLE BEN--AND I--TRIED SO HARD TO *KEEP* IT FROM YOU!!

THERE WAS NOTHING--THAT ANYONE COULD *DO*--SO WE DIDN'T WANT TO *HURT* YOU!

BUT *HOW??* *HOW* COULD MY OWN PARENTS--UNCLE BEN'S OWN *BROTHER*--ACTUALLY BE *TRAITORS* TO THEIR COUNTRY?? *HOW??*

AT FIRST *WE* COULDN'T BELIEVE IT, EITHER! THE DREADFUL *NEWS*--THE AWFUL *SHOCK*--ALMOST *KILLED* YOUR UNCLE BEN!

BUT, YOUR FATHER HAD *ALWAYS* BEEN SO *SECRETIVE*--NEVER TALKING ABOUT HIS WORK--TO *ANYONE!*

PERHAPS I *SHOULD* HAVE TOLD YOU, PETER--PERHAPS YOU HAD THE *RIGHT* TO KNOW!

BUT--YOU WERE SO *FRAIL*--SO *YOUNG*--SO *INNOCENT*--WE JUST COULDN'T--*HURT* YOU!

I *KNOW,* AUNT MAY--I KNOW HOW *DIFFICULT* IT MUST HAVE BEEN FOR YOU--TO KEEP THE *SECRET* ALL THESE YEARS!

I KNOW HOW DIFFICULT MY *OWN* SECRET HAS BEEN--FOR *ME* TO KEEP!

BUT--EVEN THOUGH EVERYONE SAID HE WAS A *TRAITOR*-- I COULD NEVER REALLY *BELIEVE* IT!

IN MY *HEART*--I COULDN'T--I *STILL* CAN'T--BELIEVE IT.! --NOT ABOUT *HIM*-- OR YOUR *MOTHER!*

I CAN STILL REMEMBER-- AS IF IT WERE ONLY *YESTERDAY*--

I REMEMBER HOW *HAPPY* THEY SEEMED--HOW THEY *LOVED* EACH OTHER-- AND HOW THEY LOVED *YOU!*

I ALWAYS THOUGHT YOU'D GROW UP TO BE SO *PROUD* OF YOUR FATHER! HE HAD BEEN A *WAR HERO*--WITH SO MANY MEDALS--SO MANY DECORATIONS!

MY NEW JOB WILL BE TAKING ME *OVERSEAS* FOR A FEW MONTHS--AND *MARY* IS GOING WITH ME!

ARE YOU *SURE* YOU'LL BE ABLE TO LOOK AFTER *PETER* WHILE WE'RE GONE?

YOUR UNCLE BEN AND I-- WERE SO *SURE*-- THAT HE HAD SUCH A BRIGHT *FUTURE* AHEAD OF HIM!

OF *COURSE* WE WILL, RICHARD!

YOU KNOW WE *ALREADY* LOVE HIM LIKE OUR *OWN!*

BE A GOOD BOY, PETER!

WE'LL BE *BACK* AS SOON AS WE CAN, DARLING!

WHAT A *SHAME* THAT RICHARD'S WORK REQUIRES HIM TO GO OVERSEAS! I WONDER WHY HE NEVER *TALKS* ABOUT IT?

AIRWAY

"IT WAS SCARCELY A *MONTH* LATER THAT WE FINALLY LEARNED--WHY HE NEVER SPOKE OF HIS WORK! YES--WE LEARNED--IN THE MOST HORRIBLE-- HEART-BREAKING WAY POSSIBLE--!"

I-I'M READING THE WORDS-- BUT I CAN'T BELIEVE WHAT THEY *SAY!*

IT'S LIKE-- READING ABOUT TWO *STRANGERS!*

THEY WERE IN THIS *HOUSE*--JUST A FEW *WEEKS* AGO--HAPPY-- WITHOUT A CARE IN THE WORLD!! AND NOW--*THIS!!*

MY OWN *BROTHER*-- A *TRAITOR* TO HIS COUNTRY!

BUT, WHAT OF *PETER!* WITH BOTH HIS PARENTS *DEAD*--WHAT'S TO *BECOME* OF HIM?

THERE'S ONLY *ONE* THING TO DO, MAY-- ONLY ONE THING WE *CAN* DO! WE'RE HIS ONLY LIVING RELATIVES--

WE'LL BRING HIM UP, DEAR-- LIKE OUR OWN *SON!*

AND WE'LL NEVER *TELL* HIM--ABOUT HIS PARENTS! WE'LL LET THE *SHAME*-- AND THE *SORROW*--LIE BURIED WITH THEM!

BUT, THAT CAN'T BE *ALL!* THERE MUST BE *MORE* TO THE STORY! *TELL ME,* AUNT MAY--!

DID YOU SEE ANY *PROOF*-- THAT HE REALLY *WAS* A TRAITOR?

WHAT IF IT WAS A *MISTAKE?* PEOPLE HAVE BEEN WRONG *BEFORE!* WHAT IF MY PARENTS WERE *INNOCENT?*

THAT'S ALL I *KNOW,* DEAR-- THERE JUST *ISN'T* ANY MORE!

WHAT ABOUT THE *PLANE CRASH* THAT KILLED THEM?

THE CRASH? OH YES! THERE *WAS* SOMETHING--!

YOUR UNCLE AND I *WROTE* TO THE MAN IN *ALGERIA* WHO HAD IDENTIFIED THE BODIES--ASKING FOR MORE INFORMATION!

AND *THEN?* WHAT DID HE *SAY?*

NOTHING, PETER! THOUGH WE WROTE LETTER AFTER LETTER --THE RESULT WAS ALWAYS THE *SAME*--

WE NEVER RECEIVED AN *ANSWER!*

BUT, YOU MUSTN'T DWELL UPON THE *PAST,* DEAR! IT'S ALL *OVER* NOW-- ALL FORGOTTEN!

I--I *KNOW,* AUNT MAY--!

NO MATTER *WHAT* THEY WERE--NO MATTER *WHAT* THEY MAY HAVE DONE-- THEY *LOVED YOU,* PETER!

NO ONE CAN EVER TAKE *THAT* AWAY FROM YOU!

PERHAPS IT WOULD HAVE BEEN *BETTER*-- IF I HAD *NEVER* KNOWN --NEVER FOUND OUT!

HOW CAN I JUST PUT THE MEMORY ASIDE NOW? HOW CAN I SWEEP IT UNDER THE RUG-- PRETEND IT NEVER *HAPPENED?*

AND YET--WHY CAN'T I *ACCEPT* THE NEWS-PAPER REPORT? WHY CAN'T I *ACCEPT* AUNT MAY'S STORY?

EVERY FIBRE OF MY BEING IS SHOUTING *NO! NO!* IT ISN'T *TRUE!* IT *CAN'T* BE TRUE!

HOW CAN I EVER KNOW A PEACEFUL DAY--AN UNTROUBLED MINUTE-- UNTIL I'VE PROVEN IT FOR *MYSELF?!?*

BUT, WHAT CAN I *DO*-- WHAT CAN *ANYONE* DO NOW-- ALMOST *TWO DECADES* LATER?

I'VE *GOT* TO ACCEPT IT!

I *MUST* LEARN TO LIVE WITH IT-- SOME-HOW!

BUT, AS THE LONG, LONELY HOURS CREEP BY--NEITHER SLEEP, NOR FORGETFULNESS, WILL COME TO THE TORTURED YOUTH--

I *CAN'T* BELIEVE IT! I *CAN'T*!!

TREASON

TREASON

TREASON

TREASON

IT'S THE MOST *HORRIBLE* THING THAT'S EVER *HAPPENED* TO ME --THE MOST *NUMBING* NEWS I'VE EVER RECEIVED!!

AND THERE'S *NOTHING* --ABSOLUTELY *NOTHING*, THAT I CAN *DO* ABOUT IT!

I CAN'T STAY IN MY *ROOM* ANY LONGER! CAN'T JUST SIT THERE AND *BROOD*!

I NEED *ACTION*-- *ADVENTURE*-- JUST TO MAKE ME *FORGET*!

I HAVE TO DO *SOME-THING*-- *ANYTHING* --OR I'LL GO *MAD*!

AND SO, SECONDS LATER, A LIGHTNING-SWIFT, COSTUMED FIGURE RECKLESSLY SWINGS OVER THE ROOFTOPS OF THE SLUMBERING CITY--AS THOUGH TRYING TO OUTRACE THE *ANGUISH* THAT FILLS HIS TORTURED SOUL--!

I'VE GOT TO KEEP *MOVING*-- KEEP *GOING*-- *ANY-WHERE*!

GIVE TO THE RED CROSS

I'M IN *LUCK!* THERE'S A *JOB* FOR ME--DOWN BELOW!

SOMEONE SNEAKING OUT OF THAT *JEWELRY STORE*--WITH A HEAVY *SATCHEL!*

IT'S ALMOST TOO *EASY*-- BUT AT LEAST IT'S SOMETHING TO *DO!*

SOMETHING TO TAKE MY *MIND* OFF--THE TERRIBLE THING I'VE JUST *LEARNED!*

SPIDER-MAN!

WHY DON'T YOU *RUN?* WHY DON'T YOU TRY TO GET *AWAY?*

CALL YOUR *ACCOMPLICES!* LET THEM *TACKLE* ME-- *ALL* OF THEM!

WHY SHOULD I *RUN?* --*WHAT* ACCOMPLICES?? ARE YOU *MAD?*

DON'T TRY TO *TRICK* ME--IT WON'T *WORK!* IF YOU'RE *UP* TO SOMETHING, I'LL PUT YOU ON ICE BEFORE YOU CAN *TRY* IT!

BURGLARY?? WHAT BURGLARY? IT'S *MY* STORE--I WAS JUST WORKING *LATE!* PUT ME *DOWN,* YOU FOOL!

THAT'S THE LAST BURGLARY *YOU'LL* EVER PULL IN THIS TOWN!

HERE, I'VE GOT *IDENTIFICATION!* EVERYONE IN THE NEIGHBORHOOD *KNOWS* ME!

WHY AREN'T YOU OUT CATCHING *REAL* CRIMINALS --INSTEAD OF PICKING ON INNOCENT *STOREKEEPERS!*

HE *MEANS* IT! HE'S REALLY *ANGRY!*

AND--I GUESS HE HAS EVERY *RIGHT* TO BE!

I WAS ABOUT TO ROUGH UP AN *INNOCENT* MAN!

THEN, SECONDS AFTER CHECKING OUT THE IRATE JEWELER'S CREDENTIALS--

IF I KNEW WHO YOU *ARE* BEHIND THAT MASK, I'D *SUE* YOU, YOU HOT-HEADED *MENACE!*

OKAY, OKAY! KEEP YOUR *SHIRT* ON!

NOBODY'S PERFECT!

IN THE DAYS THAT FOLLOW, PETER PARKER SEEMS TO MOVE THRU HIS NORMAL ROUTINE LIKE A SLEEP-WALKER--LIKE A MAN IN A TRANCE! ONLY *ONE* THOUGHT CONTINUALLY STABS AT HIS THROBBING BRAIN--ONLY *ONE* WORD ECHOES AND RE-ECHOES THRU HIS EVERY CONSCIOUS THOUGHT--THE WORD--THE THOUGHT--

--TRAITOR!!

UNTIL, AT LAST, HE REALIZES--

I CAN'T GO ON LIKE THIS--!

I CAN'T SPEND THE REST OF MY LIFE NOT KNOWING-- NEVER REALLY BEING SURE!

I'VE GOT TO FIND OUT FOR MYSELF! I'VE GOT TO GO TO ALGERIA!!

THERE MUST BE SOMEONE WHO'LL REMEMBER--SOMEONE WHO WAS INVOLVED WITH MY PARENTS--WHO CAN TELL ME THE TRUTH!

AND, WHEREEVER HE IS--I'VE GOT TO FIND HIM!

AND SO--IT BEGINS--

I'M LUCKY IT'S SUMMER VACATION TIME NOW-- BUT PETER PARKER CAN'T EVEN BEGIN TO SCRAPE UP THE PLANE FARE!

HOWEVER, THERE'S ALWAYS THE CHANCE THAT SPIDER-MAN CAN!

--IF I CONTACT THE RIGHT PEOPLE!

SPEAKING OF THE "RIGHT PEOPLE"--SECONDS LATER, AN ALARM IS ACTIVATED AT THE WORLD-FAMOUS HEADQUARTERS OF THE FABULOUS FANTASTIC FOUR--

BZZZZ BZZZZ

LOOKS LIKE WE'VE GOT AN UNINVITED GUEST, REED!

DON'T WORRY, JOHNNY! BEN WILL HANDLE HIM!

STAND ASIDE, YOU GRINNING GARGOYLE!

DON'T YOU RECOGNIZE SOMEONE IN THE SAME LINE OF WORK?

HOW DO I KNOW YA AINT DR. DOOM-- IN DISGUISE?

IT'S OKAY, BEN! WE'LL TAKE OUR CHANCES! I'LL TALK TO HIM!

I'LL COME RIGHT TO THE POINT! I NEED A LIFT-- TO THE NEAR EAST!

AND I KNOW YOU'VE GOT ALL KINDS OF SWINGIN' SKY-SHIPS!

IT MUST BE IMPORTANT! OL' WEB-HEAD'S NOT THE TYPE TO ASK FOR FAVORS!

SO THAT'S IT, EH?

YOU MAY JUST BE IN LUCK, MY FRIEND!

IF I AM, IT'LL BE THE FIRST TIME THIS YEAR!

I WAS ASKED TO CHECK OUT A NEW TWO-MAN GYRO-CRUISER DEVELOPED BY TONY STARK'S COMPANY!

IT'S SUPPOSED TO HAVE AN 8,000-MILE NON-STOP RANGE!

HOW DOES THAT GRAB YOU?

WHAT ARE WE WAITING FOR?

CARE TO TELL ME WHAT IT'S ALL ABOUT? IF YOU SHOULD NEED A HELPING HAND--?

I APPRECIATE THAT--BUT THIS IS STRICTLY A ONE-MAN JOB!

I DIDN'T EXPECT *YOU* TO CHAUFFEUR ME THERE *PERSONALLY!*

ALGERIA ISN'T EXACTLY THE TOWN NEXT-DOOR! WON'T THEY KINDA *MISS* YOU BACK HOME?

IT WON'T TAKE *NEARLY* AS LONG AS YOU *THINK!*

THIS SHIP WAS DESIGNED TO BE *SHIELD'S* ANSWER TO THE *FLYING SAUCERS!*

SO JUST *HOLD TIGHT,* MASKED MAN!

AND, IN LESS TIME THAN IT WOULD TAKE PETER PARKER TO DRIVE HIS *CYCLE* CROSSTOWN IN NEW YORK'S BUSTLING TRAFFIC--

ANY SPECIAL *STREET,* SPIDEY?

NOPE! JUST SLOW DOWN ENOUGH FOR ME TO HOP *OUT--!*

NO SENSE ASKING HIM TO *LAND* WHEN I CAN JUST AS EASILY MAKE MYSELF A *WEBCHUTE!*

WHAT A *GUY!*

HE'LL PROBABLY BE HALF-WAY *HOME* BY THE TIME I REACH THE ROOFTOPS!

I'M TOUCHING DOWN RIGHT IN THE CENTER OF THE *CASBAH--*

THE *OLDEST,* MOST *MYSTERIOUS* SECTION IN ALL OF ALGERIA!

IF THERE ARE ANY *ANSWERS* --THIS IS WHERE I'LL *FIND* THEM!

THE MAN AUNT MAY SAID SHE *WROTE* TO IN ALGERIA--THE ONE WHO IS SUPPOSED TO HAVE *IDENTIFIED* MY PARENTS' BODIES--

SHE SAID HE RAN A *RESTAURANT* IN THE CASBAH!

I'VE TRIED *MOST* OF THEM *ALREADY--*

THAT ONE'S PROBABLY THE ONLY PLACE *LEFT!*

IT'S ALMOST *EMPTY!* LOOKS LIKE HE'S ABOUT TO *CLOSE* FOR THE NIGHT!

I'LL WAIT TILL THAT LAST JOKER IS *GONE--* AND THEN I'LL SEE WHAT I CAN *LEARN!*

NOW'S MY CHANCE!

HOLD IT, MISTER! YOU'VE STILL GOT A *LIVE ONE* IN THE JOINT!

BY THE BEARD OF THE PROPHET!!

A *COSTUMED BEING*-- CLINGING TO THE WALL AND CEILING LIKE A HUMAN *INSECT!*

LIKE A FUN-LOVING *SPIDER,* TO BE EXACT!

GLAD YOU SPEAK *ENGLISH!* IT'LL SAVE US *BOTH* A LOT OF TIME!

FIRST, DROP THAT *POP-GUN*-- THEN WE'LL *TALK!*

*M*EANWHILE, IN THE STREET OUTSIDE, A HARD-EYED LOITERER OVERHEARS THE *COMMOTION* WITHIN--

DO NOT *HARM* ME-- *PLEASE!* I WILL GIVE YOU--WHATEVER MONEY I HAVE--!

I DON'T WANT YOUR *MONEY,* FRIEND!

JUST KEEP IT DOWN TO A *WHISPER,* HUH?

NOW I WANT YOU TO *THINK BACK*--BACK TO THE EARLY DAYS AFTER *WORLD WAR TWO*--!

THERE WAS A *PLANE CRASH*-- TWO AMERICANS WERE KILLED! THE OWNER OF A RESTAURANT IDENTIFIED THE BODIES!

IT WAS *I!* IT WAS *I!* I REMEMBER *CLEARLY!*

I *KNEW* THEM--BECAUSE THEY HAD *DINED* HERE MANY TIMES!

EVERYONE KNEW HE WAS A *SPY*--WORKING FOR A *MASTER OF INTRIGUE,* WHOSE HEAD-QUARTERS WERE IN THIS VERY CITY!

THAT'S WHAT I WANT-- THE ONE HE *WORKED* FOR? WHO *WAS* HE?? *TALK!!*

I CANNOT GIVE YOU HIS *NAME*-- BUT I KNOW THE *ADDRESS* VERY WELL!

PERHAPS IT IS *THERE* YOU CAN FIND WHAT YOU SEEK!

THE *ADDRESS* THEN! LET ME *HAVE* IT!

BUT, EVEN AS SPIDEY RECEIVES THE INFORMATION HE CRAVES--

THE *MASTER* MUST BE *WARNED!*

THAT WEBBING WILL *DISSOLVE* IN A FEW MINUTES AND YOU'LL BE *FREE* AGAIN!

I JUST WANT TO BE SURE THAT YOU DON'T *ALERT* ANYONE BEFORE I *REACH* THERE!

IT'S ALMOST *TOO MUCH* TO HOPE FOR--

THAT I'LL STILL FIND WHAT I *WANT*-- AFTER ALL THESE YEARS!

BUT, NO MATTER *WHAT*-- I *MUST* CHECK IT OUT!

AND THEN--IN THE MOST DESOLATE SECTION OF THE CASBAH--

MY *SPIDER-SENSE*-- TINGLING LIKE MAD!

IT MEANS-- I'M ABOUT TO BE *ATTACKED!*

REMEMBER THAT SCENE? YOU *SHOULD!*--IT'S THE ONE WITH WHICH WE OPENED OUR TALE! AND NOW, LET'S RETURN TO THE *PRESENT* ONCE MORE--AS A BONE-WEARY *SPIDER-MAN* BEGINS TO REGAIN CONSCIOUSNESS--

I--*REMEMBER* NOW! THAT *SHOT*-- THE FALL INTO THE *CANAL*--AND THEN--I *BLACKED OUT*--AFTER CLIMBING TO SAFETY!

LET'S SEE-- WHERE WAS I *HEADING?*

OH YES! THE *ADDRESS* I GOT--FROM THE RESTAURANT OWNER!

I WAS *AMBUSHED* BY THOSE ASSORTED THUGS BEFORE I COULD *REACH* THERE!

IT MEANS I *MUST* BE ON THE RIGHT TRACK!

THEY *JUMPED* ME BECAUSE SOMEONE TIPPED THEM OFF!

AND NO ONE WOULD HAVE *BOTHERED*-- UNLESS I WAS *ON* TO SOMETHING!

THERE'S THE PLACE-- DOWN BELOW!

--WITH A *GUARD* AT THE DOOR! THEY MUST BE EXPECTING *TROUBLE!*

--AND WHO AM *I*--TO *DISAPPOINT* THEM!

SKRAKK!

=OOPS!= SORRY ABOUT THAT!

I HAVEN'T TIME TO WORRY ABOUT *LOCKED DOORS--*

SO I'LL *UNLOCK* IT--THE *EASY* WAY!

WELL, HERE I AM-- *INSIDE!*

BUT, *NOW* WHAT?

IF THIS IS *STILL* THE HEADQUARTERS OF A SECRET *SPY RING--*

PERHAPS I CAN FIND SOME *RECORDS* OR *FILES* SOMEWHERE!

I'LL COVER EVERY *INCH* OF THE PLACE!

SLOWLY...ALMOST INTERMINABLY ...THE LONG, SUSPENSEFUL MINUTES DRAG ON--AS SPIDEY TIRELESSLY *SEARCHES*...UNTIL--

HIDDEN BENEATH THE *DESK*--SOME SORT OF SECRET *CONTROL BUTTON!*

MIGHT AS WELL SEE WHAT IT *DOES--!*

KLIK!

IT'S TOO GOOD TO BE *TRUE!*

A COMPLETE SECTION OF THE *WALL* SLID BACK!

REVEALING AN ENTIRE COMPLEX OF *FILE DRAWERS!*

ANY RECORDS SO *SECRET* THAT THEY MUST BE *HIDDEN* THAT WAY COULD BE JUST WHAT I'M *AFTER!*

I'M ALMOST *SORRY*-- THAT I STARTED THIS!

IF I *DO* LEARN THAT MY DAD WAS AN *ENEMY AGENT*--I'LL HAVE TO *LIVE* WITH THAT-- ALL OF MY *LIFE!*

MAYBE IT WOULD BE *BETTER* IF--I JUST *NEVER* FOUND OUT!

BUT, I'VE COME *TOO FAR* TO STOP NOW!

IF THIS *IS* THE HEADQUARTERS OF AN ANTI-AMERICAN SPY RING--AND IF THEY--***WAIT!!***

I-I'VE *FOUND* WHAT I'M LOOKING FOR!

--WHAT I PRAYED I *WOULDN'T* FIND!

HERE--IN THE *MEMBERSHIP FILES*--SOME SORT OF *IDENTIFICATION CARD*--

AND I FOUND IT IN A FOLDER, LABELLED--*RICHARD PARKER!*

No. 7Y 6834-R

DIVISION

8-B

ON THE *BACK* OF IT--HIS *NAME*--AND HIS *SIGNATURE!*

THEN IT *IS* TRUE! IT WAS *ALWAYS* TRUE! MY OWN *FATHER*--WAS A *TRAITOR* TO HIS COUNTRY--!

HE WAS IN THE EMPLOY OF AN ENEMY *SPY ORGANIZATION!*

No. 7Y 6834-R

8-B

SO SHOCKED IS SPIDER-MAN BY WHAT HE HAS FOUND--SO TOTALLY *ABSORBED* IN THE MATTER AT HAND --THAT HE IS COMPLETELY *OBLIVIOUS* TO THE MUFFLED FOOTFALLS *BEHIND* HIM, UNTIL--

SOMEONE HAS ENTERED THE *ROOM!*

MY *SPIDER-SENSE* WAS TINGLING--BUT I DIDN'T EVEN *NOTICE!*

GUESS I'D BETTER TURN, AND--

YOU!!

WELL, WELL! DOES *SPIDER-MAN* HIMSELF WISH TO JOIN THE *RED SKULL'S* INTERNATIONAL RING OF MASTER *SPIES* AND *SABOTEURS?*

OR, HAVE YOU *ANOTHER* REASON FOR INVADING MY SANCTUM AND DARING TO SEARCH MY *PRIVATE FILES?!!*

THIS *SINKS* IT! IF MY FATHER WORKED FOR *HIM*-- THEN HE *DESERVED* HIS FATE!

I'VE *HEARD* ABOUT *YOU*--*READ* ABOUT *YOU*--EVER SINCE I CAN REMEMBER!

BUT, FROM ALL THE ACCOUNTS OF HOW *DANGEROUS* YOU ARE, I'D HAVE GUESSED YOU'D BE *TEN FEET TALL*--AND ABOUT AS BROAD AS THE *HULK*!

AND *I* WOULD HAVE THOUGHT THAT *YOU* WOULD BE FAR MORE *FORMIDABLE-LOOKING* YOURSELF, SPIDER-MAN!

WHY, COMPARED TO MY ACCURSED ARCH-ENEMY, *CAPTAIN AMERICA*, YOU'RE NO MORE THAN A SPINDLY SCARECROW!

I'LL EFFORTLESSLY *DESTROY* YOU-- WITHOUT THE NECESSITY OF SULLYING MY *HANDS*!

HE *IS* AS COLD-BLOODED AS THEY SAY!

HE DOESN'T EVEN KNOW *WHY* I'M HERE--AND HE COULDN'T CARE *LESS!*

HE'LL TRY TO *FINISH* ME AS CASUALLY AS HE'D SWAT A *FLY!*

MY AGENTS REPORTED THAT THEY HAD LEFT YOU *LIFELESS,* AT THE BOTTOM OF THE CANAL!

THIS TIME I'LL *ENSURE* THAT THERE IS NO *DOUBT* ABOUT YOUR FATE!

COME, SANDOR! YOUR *MASTER* COMMANDS!

SNAP!

SANDOR, ALAS, IS UNABLE TO *SPEAK!*

BUT, DO NOT FEAR! I'M CERTAIN YOU WILL *NOT* FIND HIM DULL!

THE SKULL MUST THINK I'LL BE A *PUSHOVER!*

LUCKY FOR ME, HE DOESN'T REALLY *KNOW* THE EXTENT OF MY *POWERS!*

ALTHOUGH, COME TO *THINK* OF IT, I DON'T KNOW *HIS,* EITHER!

SANDOR, YOU CLUMSY FOOL!

YOU LUNGED MUCH TOO SLOWLY!

WOULDJA BELIEVE I MOVED TOO FAST?

AND NOW, CURLY-- IT'S MY TURN!

HEY! THAT'S NOT SUPPOSED TO LEAVE YOU STILL STANDING!!

WOK

THAT IS BETTER, SANDOR!

AS YOU KNOW --I DO NOT TOLERATE MORE THAN ONE FAILURE!

UH OH! THAT'S WHAT I GET FOR DAY-DREAMING!

I'M STILL SO SHOOK-UP ABOUT MY FATHER, THAT I'M NOT HITTING ON ALL CYLINDERS!

BUT I'D BETTER GET WITH IT AGAIN--AND SOON!

WELL DONE, SANDOR! NOW YOU MAY FINISH THE JOB!

WOW! I FELT THAT!

BUT MAYBE I NEEDED A JOLT LIKE THIS-- JUST TO CLEAR MY HEAD!

HE'S EVEN STRONGER THAN HE LOOKS--AND THAT'S GOING SOME!

MUSTN'T LET HIM GET THOSE PAWS OF HIS ON ME--!

SURELY YOU DON'T EXPECT TO STOP SANDOR WITH SOME FLIMSY PIECES OF WEBBING?

THWIP!

YOU COSTUMED FOOL! HE'LL RIP HIS WAY THRU THERE IN A MATTER OF SECONDS!

SURE HE WILL, SKIN-HEAD!

TO TELL YOU THE TRUTH, THE IDEA DID KINDA GRAB ME!

THAT'S IT, SANDY--JUST A LITTLE BIT CLOSER--!

--BUT THOSE FEW SECONDS ARE ALL I NEED!

SEE WHAT I MEAN?

US FRIENDLY NEIGHBORHOOD *SPIDER-MEN* ARE ALWAYS HAPPIER WHEN WE'RE ON THE *OFFENSIVE!*

ZOK!

AND *SANDOR* LOOKS LIKE HE'S GETTING *SLEEPY*, ANYWAY!

SO I WOULDN'T WANNA KEEP HIM *AWAKE* FOR THE *WORLD!*

KA-

AFTER ALL, HE'S JUST A *GROW-ING BOY--*

AND FAR BE IT FROM *ME* TO KEEP HIM UP PAST HIS *BEDDIE-TIME!*

SO PLEASANT DREAMS, SKINHEAD!

KRAK!

ONLY A HANDFUL OF LIVING MEN COULD HAVE BEATEN SANDOR SO EASILY!

SPIDER-MAN IS FAR MORE POWERFUL THAN I WOULD HAVE GUESSED!

THEREFORE, I WILL HAVE TO RESORT TO OTHER MEASURES!

SANDOR'S HAD IT FOR NOW--AND THE SKULL CUT OUT!

SO, ALL I GOT FOR MY TROUBLE IS A LITTLE BIT OF EXERCISE--WHICH I DIDN'T NEED!

IT WAS PROBABLY THE MOST USELESS BATTLE I'VE EVER FOUGHT!

JUST AS THIS WAS THE MOST DISAPPOINTING TRIP I'VE EVER TAKEN!

I CAME ALL THIS WAY--HOPING TO FIND PROOF OF MY FATHER'S INNOCENCE--

ONLY TO LEARN HE WAS EMPLOYED BY THE MOST EVIL SPY-MASTER WHO EVER LIVED!

ANYBODY CONNECTED WITH THE RED SKULL HAS TO BE AS TRAITOROUS AS HE!

AND, I'VE FOUND NO EVIDENCE THAT MY OWN FATHER--WAS ANY EXCEPTION!

FOR THE REST OF MY *LIFE*-- I'LL BE *HAUNTED* BY THIS ONE SIMPLE *MEMBERSHIP CARD*--

WITH RICHARD PARKER'S *NAME* ON IT!

*MEANWHILE, BACK AT THE *RED SKULL'S* NEAR-EAST HAVEN, THE HULKING *SANDOR* SILENTLY CLEARS THE RUBBLE...

YOU HULKING, BRAINLESS *BRUTE* --YOU LET ONE MASKED MISFIT --*HALF* YOUR SIZE --*DEFEAT* YOU!

I WILL DETERMINE YOUR *PUNISHMENT* LATER!

--*AFTER* THE INSOLENT, SO-CALLED *SPIDER-MAN* HAS BEEN DEALT WITH!

SINCE WE DO NOT KNOW *HOW MUCH* THE MASKED ONE HAS *LEARNED*, WE MUST TAKE *NO CHANCES*!

MASTER! HE MUST HAVE *TORN* HIS COSTUME!

GOOD! WE CAN *USE* THAT!

THIS IS ALL THE *FINISHER* WILL NEED--IN ORDER TO PERFORM THE TASK FOR WHICH HE IS *NAMED!*

SEND FOR HIM--AT *ONCE!*

YES, MASTER! HE IS *NEVER* FAR AWAY!

THEN, WITHIN A MATTER OF MINUTES--

I AM READY TO *SERVE* THE RED SKULL--AS *ALWAYS!*

THERE IS BUT *ONE* SINGLE THING I NEED--

HOW *WELL* I KNOW THAT!

AND, AS USUAL, IT WILL BE *PROVIDED* TO YOU!

AHAB! HAND ME THE SHRED OF *COSTUME!*

THIS PIECE OF *MATERIAL* WAS WORN BY YOUR INTENDED VICTIM!

YOU NEED SAY NO MORE!

THIS IS *ALL* I REQUIRE-- IN ORDER TO WRITE *FINISH* TO THE LIFE OF HIM WHO *WORE* IT!

THE *FINISHER* HAS NEVER FAILED ME *YET!*

AND HE SHALL *NOT* FAIL ME *NOW!*

SPIDER-MAN WILL BE HEARD FROM-- *NO MORE!*

SECONDS LATER...

THE *ELECTRO-SCANNER* IS TOTALLY *INFALLIBLE!*

IT HAS *ALREADY* LOCATED OUR VICTIM!

ALL IT *NEEDED* WAS AN INSTANTANEOUS *SPECTRO-ANALYSIS* OF THE TORN PIECE OF FABRIC!

NOW, AMAL, IT SHALL LEAD US *DIRECTLY* TO THE ONE CALLED *SPIDER-MAN!*

AND, AT THAT VERY MOMENT--

WHY IS MY *SPIDEY-SENSE* BEGINNING TO *TINGLE* AGAIN?

AS FAR AS I CAN *SEE*, THERE'S NO ONE WITHIN *MILES* AROUND WHO CAN HOPE TO *HARM* ME!

IT'S PROBABLY JUST A CASE OF *NERVES!*

I'VE NEVER FELT MORE DOWN IN THE *DUMPS* THAN NOW!

BUT, EVEN AS SPIDEY SWINGS DEJECTEDLY THRU THE CASBAH, THE STEEL *SLIDING TRUNK* OF A NEARBY SEDAN SLOWLY *OPENS,* TO REVEAL--

THE *MISSILE* IS READY!

STAND BY FOR LAUNCH!

A *ROCKET!* FIRED FROM THAT *CAR* BELOW!

IT'S HEADING DIRECTLY *UPWARD,* TOWARDS-- *NO!*

IT *CHANGED* ITS TRAJECTORY! IT'S VEERING *BACK*--RIGHT TOWARDS *ME!*

NOW I KNOW WHY I SENSED DANGER!

THE SKULL'S NOT ABOUT TO LET ME GET AWAY SCOT-FREE!

BUT I'M NO SITTING DUCK MYSELF!

THWIPP

GOT IT!

I'LL JUST USE CENTRIFUGAL FORCE TO SHATTER ITS SENSITIVE, BUILT-IN CONTROLS!

AND THERE'S ONE MISSILE THAT'LL NEVER ZERO-IN ON ANYONE AGAIN!

FSSSH

HE IS MORE POWERFUL THAN I SUSPECTED!

THEREFORE, I SHALL USE MY MOST SOPHISTI-CATED MISSILE NEXT!

THAT WHICH I NOW LAUNCH CANNOT BE DIVERTED BY A FEW MERE STRANDS OF WEBBING!

CLICK!

UH OH! ANOTHER ONE!

IT CAME FROM THAT CAR IN THE STREET BELOW!

IT'LL HOME RIGHT IN ON ME AGAIN!

IT'S *FASTER* THAN THE FIRST ONE-- MY WEBBING'LL NEVER *STOP* IT!

I DON'T KNOW HOW IT MADE *ME* ITS TARGET, BUT--

SINCE *THIS* IS THE CAR IT *CAME* FROM--

IT'S ONLY *FAIR* THAT I LEAD IT *BACK* TO THE VERY SAME *PLACE!*

THUMP!

THE *MISSILE!* IT'S COMING *TOWARDS* US AGAIN!

IT'S TOO *CLOSE*-- GOING TOO *FAST*--TO CHANGE COURSE!

BLAM-MOM!

THE DRIVER'S HIGH-TAILING IT--

BUT I'M NOT INTERESTED IN HIM!

IT'S THE CHARACTER IN THE BACK SEAT I WANT!

HE MUST BE THE ONE WHO CALLED THE SIGNALS!

BUT IT LOOKS LIKE HE'S HURT-- HURT BAD!

I'VE GOT TO REACH HIM--

AND MAKE HIM TALK--BEFORE IT'S TOO LATE!

EXPLOSION-- BACKFIRED ON ME--

I--I'M DONE FOR!

THEN YOU'VE NOTHING TO LOSE BY TELLING WHAT YOU KNOW OF A MAN NAMED PARKER--

AND HIS RELATIONSHIP WITH THE RED SKULL!

SKRAB

YES-- I'LL TALK!

IT MAY-- MAKE IT EASIER-- FOR ME--

THINK, MAN--THINK! HIS FIRST NAME WAS RICHARD! IT HAPPENED YEARS AGO--AFTER THE WAR--!

RICHARD PARKER! OF COURSE! --I REMEMBER! HOW CAN I-- EVER FORGET?

TELL ME-- QUICK!
WHILE YOU STILL CAN!
IT SEEMS-- LIKE YESTERDAY! THE SKULL CALLED ME --INTO HIS CHAMBER-- TO TELL ME HE HAD UNEARTHED --A TRAITOR--
THERE IS A DOUBLE-AGENT IN OUR ORGANIZATION!
YOU KNOW WHAT THAT MEANS!
YES! ANOTHER TASK FOR--THE FINISHER!
HE HAS BETRAYED ME! THEREFORE, NOT ONLY MUST HE DIE--BUT HE MUST BE-- DISHONORED!
THE WORLD MUST ALWAYS THINK HE HAS TRULY BEEN A TRAITOR-- TO HIS OWN COUNTRY!
I UNDERSTAND!
NOW WAIT HERE-- WHILE I SEND FOR HIM!
PARKER, I HAVE SOME IMPORTANT PAPERS FOR YOU TO DELIVER FOR ME!
THEY MUST NOT FALL INTO AMERICAN HANDS!
YOU CAN COUNT ON ME, SKULL!
YES, I'M SURE I CAN!
"IF PARKER SUSPECTED THAT THE RED SKULL WAS WISE TO HIM--AND WAS SETTING A TRAP--HE GAVE NO SIGN--"
THE FINISHER WILL DRIVE YOU TO THE AIRPORT!
REMEMBER-- THIS MISSION IS HIGHLY CRITICAL!
I KNOW MY JOB!
OF COURSE! OF COURSE YOU DO!
"HIS WIFE WENT EVERY-WHERE WITH HIM! EVEN THEN--ON WHAT WAS TO BE THEIR FINAL TRIP--!"
YOU WILL FIND A CHART, WITH YOUR DESTINATION CLEARLY INDICATED-- INSIDE THE COCKPIT!
HE DARES NOT BACK OUT-- WHILE I AM WATCHING!
"THOUGH I WAS NOT THERE TO SEE IT, I CAN IMAGINE HIS MOUNTING PANIC ONCE THE SHIP WAS AIRBORNE AND PARKER REALIZED--THE ENGINE HAD BEEN TAMPERED WITH!"
THE CONTROLS! THEY'RE NOT RESPONDING PROPERLY!
IT'S THE SKULL'S DOING!
HE'S LEARNED THE TRUTH ABOUT YOU, AT LAST!

"IT COULD HAVE ENDED *NO* OTHER WAY! FOR *NONE* CAN BETRAY THE *RED SKULL!*"

"AFTER THE CRASH--ALL THE OTHER PIECES--FELL NEATLY INTO PLACE--"

I PLANTED THE *FALSE EVIDENCE* ON HIM AS YOU COMMANDED!

BUT, IF THE *POLICE* EVER LEARN--!

FOOL! WOULD YOU RATHER FACE *MY* WRATH THAN THEIRS?

THUS, THE CASE IS *CLOSED!*

HIS OWN *COUNTRYMEN* WILL EVER THINK HE DIED A *TRAITOR!*

No. 7Y65

DIVISION

AND *THAT* WAS HOW--THE *RED SKULL*--GOT HIS REVENGE UPON RICHARD PARKER--

SPELL IT OUT, MISTER! PARKER *WASN'T* A TRAITOR! HE WAS A UNITED STATES *SECRET AGENT!* RIGHT?

OF COURSE!--THE ONLY ONE--HE EVER REALLY BETRAYED--WAS--THE *SKULL* HIMSELF....!

HE'S *DEAD!*--AND BEFORE I COULD GET ANYTHING IN *WRITING!*

BUT, IT DOESN'T *MATTER!*

HE TOLD ME THE MOST *IMPORTANT* THING OF ALL--!

MY PARENTS DIED AS *HEROES!*

AND NOW--I'M GONNA *PROVE* IT.!

I NEVER EVEN *KNEW* THEM--BUT THEY GAVE THEIR *LIVES* FOR AMERICA!

AND I'LL *CLEAR* THEIR NAMES--OR *DIE* TRYING!

NO MATTER *WHAT* THE ODDS--

I'VE *GOT* TO RETURN TO THE *SKULL!*

SECONDS LATER--

THERE HE IS!

I KNEW MY SPIDER SENSE WOULD LEAD ME TO HIM AGAIN!

WHO'S THAT-- UP THERE IN THE SHADOWS?

I WAS BEGINNING TO THINK YOU'D NEVER ASK!

YOU AGAIN!

WHAT DO YOU MEAN "AGAIN"?

I'VE ALWAYS BEEN ME!

YOUR STUPID PERSISTENCE IS MATCHED ONLY BY YOUR ABYSMAL CARELESSNESS!

YOU SHOULD HAVE SURMISED THAT EVEN MY COMMAND CHAIR CONTAINS DEADLY, BUILT-IN WEAPONRY!

WHAT'S THE DIFF? YOU DON'T EXPECT THAT TO STOP ME!

SHZZZ

CLIK!

THERE'S NOTHING YOU CAN *THROW* AT ME THAT I CAN'T *DODGE!*

THIS TIME I DON'T LEAVE TILL I GET WHAT I *CAME* FOR!

YOU WILL GET WHAT I *GIVE* YOU-- NOTHING *MORE!*

AND THAT WILL BE-- *DEATH!*

TALK, SKULL! WHY DID YOU TRY TO CONVINCE THE WORLD THAT RICHARD PARKER WAS A *TRAITOR?*

SUCH WAS MY *REVENGE* --BECAUSE HE DARED *BETRAY* ME!

BUT, THAT INFORMATION WILL SERVE YOU TO *NO AVAIL!*

HE'S *BACKED-UP* MY THEORY--BUT I STILL HAVE NO *PROOF!*

AND NOW-- *FAREWELL!!*

MY *SPIDEY-SENSE--* TINGLING AGAIN!

THERE'S *DANGER* COMING AT ME! BUT *WHERE? HOW?*

THE TWO ARMORED STATUES--THEY'RE ACTUALLY MOBILE!

THEY RESPOND TO THE SKULL'S SILENT, ELECTRONIC IMPULSE!

ANOTHER SECOND AND THEY'D HAVE HAD ME!

KRAK

JUST SIT TIGHT, RED DOME!

I'LL BE RIGHT WITH YOU!

BLAST IT! I NEVER THOUGHT HE COULD MOVE SO FAST!

YOU FLATTER YOURSELF, YOU JUMPING JACKASS!

SHALL I--WHO HAVE FOUGHT CAPTAIN AMERICA HIMSELF TO A STANDSTILL--

--BE SO OBLIGINGLY OVERPOWERED BY THE LIKES OF YOU?!!

THE RED SKULL WAS AN ACKNOWLEDGED MASTER OF HAND-TO-HAND COMBAT BEFORE THE WORLD EVER HEARD OF A PRESUMPTIVE FOOL NAMED SPIDER-MAN!

HE'S RIGHT! HE IS A HOT SHOT--

AND HE KNOWS IT!

AND NOW, I SHALL *REWARD* YOUR FUTILE PECCADILLO-- *PERMANENTLY!*

THAT *BULGE* UNDER HIS SHIRT--!

WHAT'S HE *CONCEALING* THERE?

I DO NOT DEIGN TO SOIL MY *HANDS* UPON YOU--

NOT WHEN *THIS* CAN CRUSH YOU IN AN *INSTANT!*

JUST AS I'VE CRUSHED *ALL* WHO DARE OPPOSE ME--

--JUST AS I CRUSHED THAT LIBERTY-LOVING AMERICAN AGENT-- *RICHARD PARKER!!*

AND THERE'S *NOTHING* YOU CAN--

BTANG!

UNHHH!

THAT WAS YOUR BIGGEST *MISTAKE*, YOU RED-SKULLED *RAT--*

--MENTION-ING MY *DAD!*

NOW, NOTHING ON *EARTH* IS GONNA *STOP* ME-- *NOTHING!*

NO! THE *DESTRUCTOR-BEAM* HIT MY COMMAND CHAIR'S *POWER SOURCE!*

IT'S GOING TO *EXPLO--* *UHHH!!*

AHHHHHHHHHHHH...

LATER, AN ACHING, PAIN-WRACKED FIGURE SLOWLY STIRS--WAKENED BY THE DEADLY PRODDING OF BLAZING FINGERS OF *FLAME*--

THE PLACE IS-- *BURNING!*

HAVE TO-- GET *OUT* OF HERE--!

THE SKULL IS *GONE!*

DID THE *FIRE* GET HIM--OR WAS HE ABLE TO MAKE HIS *ESCAPE?*

IT DOESN'T *MATTER!* I'VE GOT TO KEEP *SEARCHING*--

THERE MUST BE *SOME* PROOF OF MY DAD'S INNOCENCE HERE *SOMEWHERE!*

HIS *CARD!* IT WAS *SINGED* BY THE FLAMES!

THE HEAT OPENED SOME SORT OF HIDDEN *SEAM!* THERE'S *ANOTHER* CARD--HIDDEN INSIDE!

I'VE GOT TO *DISLODGE* IT-- SEE WHAT IT *IS*--!!

THIS IS *IT*-- THE *PROOF* I NEED!!

MY DAD'S *CREDENTIALS*-- AS AN AMERICAN *COUNTER-SPY,* ANSWERABLE ONLY TO THE *U.S.A.*!

THAT'S WHY HE WAS MURDERED! HE'D BEEN *FIGHTING* THE ENEMIES OF OUR COUNTRY-- FIGHTING NAZIS AND FASCISTS--AS A SECRET *DOUBLE AGENT!*

RICHARD PARKER

AFTER ALL THESE YEARS--AFTER ALL THE HEARTBREAK, AND SHAME--I'VE *REDEEMED HIS HONOR--I'VE CLEARED HIS NAME!*

NEVER AGAIN WILL I BEMOAN MY *SECRET IDENTITY*--OR TOY WITH THE THOUGHT OF *GIVING IT UP!*

I'VE FINALLY *VINDICATED* THE FATHER--AND THE MOTHER--WHOM I'VE NEVER KNOWN! AND, NO ONE BUT *SPIDER-MAN* COULD HAVE DONE IT!

AND SO, THE QUEST IS ENDED--THE PRIZE IS WON! THE LONG-DEAD PAST HAS YIELDED ITS HALF-FORGOTTEN SECRET TO A YOUTH WHO WOULDN'T SURRENDER--WHO WOULDN'T LOSE HIS FAITH! THE ROAD HAS BEEN LONG, AND THE BATTLE BITTER--BUT NOW, IN THIS ONE BRIEF MOMENT OF ETERNITY--THE POUNDING HEART OF PETER PARKER IS FLUSHED WITH *VICTORY*--IS FILLED WITH *PRIDE*--SUCH AS FEW MEN BEFORE HIM HAVE EVER KNOWN!

THE END

a DAY at the DAILY BUGLE

A SPECIAL SPIDEY PIN-UP

--OR, WHAT WOULD *YOU* DO IF YOU HAD AN EXTRA PAGE TO FILL UP AND NOTHING TO *PUT* ON IT?

DAILY BUG

SPIDEY & DOC OCK!

WHERE'S PARKER?

DON'T YOU *REMEMBER*?

YOU JUST *FIRED* HIM!

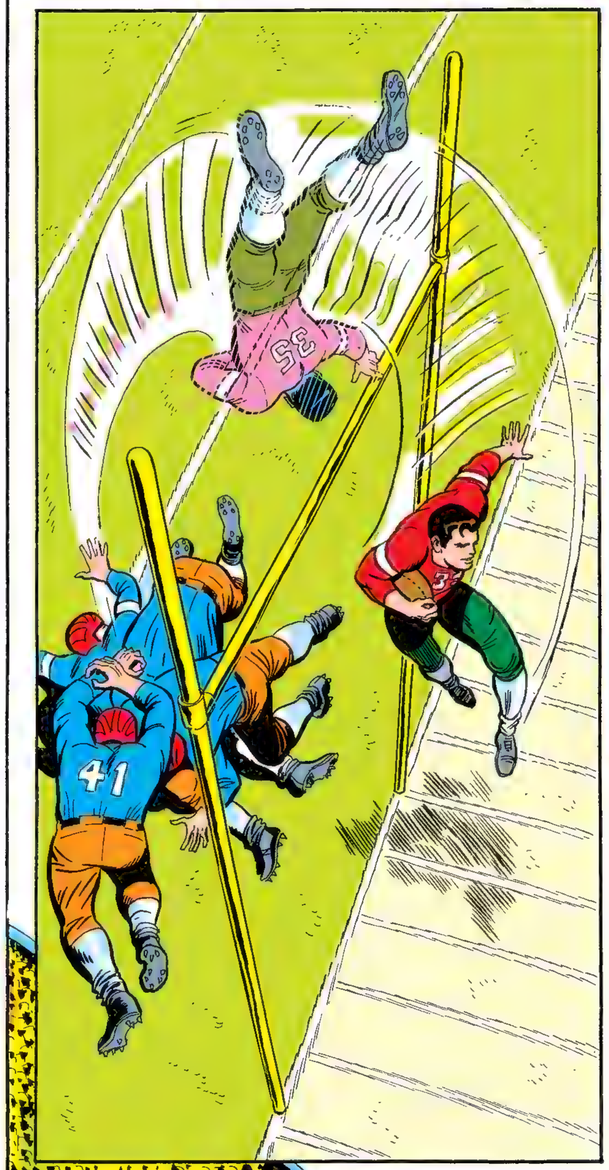
--FOR THE *THOUSANDTH* TIME!

PETER PARKER, THE

IMAGINE AN *ATHLETE* WHO HAS THE POWER OF *SPIDER-MAN!*

SUPER SPORTS STAR!

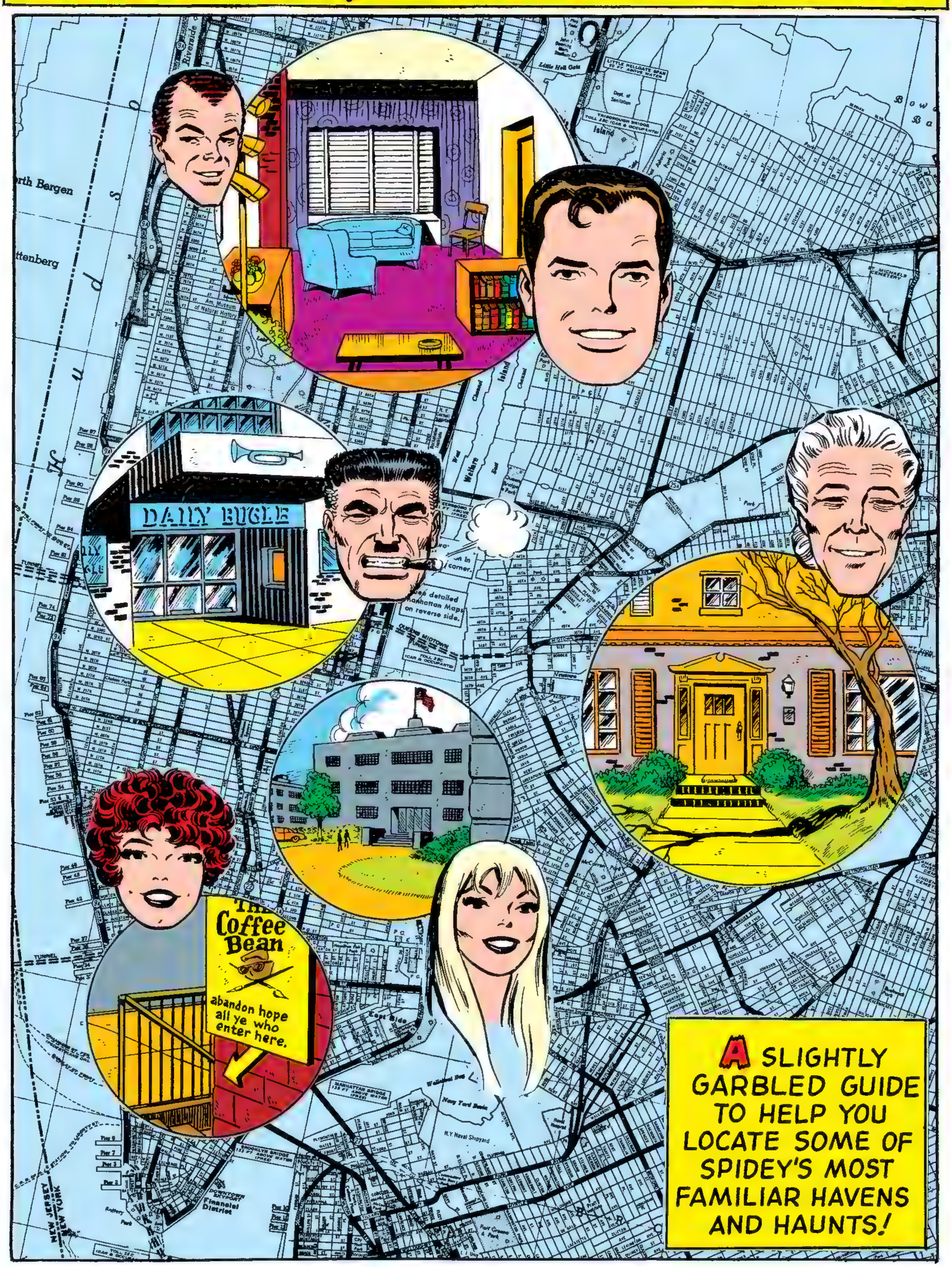
EVER WONDER WHAT A REAL SUPERHERO DREAMS OF WHEN HE DAYDREAMS? WELL, WE'RE NOT SURE, BUT IF ***WE*** WERE MR. PARKER, WE'D GET A CHARGE OUT OF PICTURING OURSELVES IN THE WORLD OF SPORT!



...AND, CAN YOU JUST PICTURE OL' PETE IN THE ***HUNDRED-YARD DASH***--A ***SWIMMING MEET***--OR A ***WEIGHT-LIFTING*** CONTEST?!!

SEE? EVEN THE ***BULL-PEN*** CAN DAYDREAM!

WHERE IT'S AT!!


DAILY BUGLE
The Coffee Bean
abandon hope all ye who enter here.
A SLIGHTLY GARBLED GUIDE TO HELP YOU LOCATE SOME OF SPIDEY'S MOST FAMILIAR HAVENS AND HAUNTS!

THIS IS SPIDEY AS WE KNOW HIM

BUT..

--WHAT IF HE WERE DRAWN BY *OTHER* ARTISTS, FOR *OTHER* PUBLICATIONS? IMAGINE IF HE LOOKED LIKE *THESE*--!

YOU MUST HAVE WONDERED... HOW WE CREATE ALL THE STORIES AND ART FOR *THE AMAZING SPIDER-MAN*... HERE IS A TYPICAL HONEST-AND-TRUE SITUATION FROM WHICH HIS ADVENTURES EVOLVE...

HERE WE GO-A-PLOTTING!

NOTHING HAS HAPPENED FOR 3½ MINUTES!* WITH GROWING CONCERN, THE CREATORS WAIT FOR INSPIRATION...

GOOD OL' SMILEY

BULLPEN PROGRESS - REPORT - COMPLIMENTS

COMPLAINTS

LARRUPIN' LARRY

SOUR BALLS

JAZZY JOHNNY

NO CREDITS FOR THIS ONE 'CAUSE NOBODY WILL TAKE THE BLAME!

*THE RECORD FOR NOTHING HAPPENING WAS 4.003 MINUTES IN 1965--WHEN STAN THE MAN WAS TRANSFIXED (DURING A STORY CONFERENCE FOR THE MIGHTY THOR) BY THE APPARENT POWERS OF LEVITATION OF J. KIRBY (WHO HAD SAT UPON MR. LEE'S CIGAR!).

I GOT IT!

I KNEW I'D GET IT... I LOVE GREEN SOUR-BALLS, BUT THEY ALWAYS GIVE ME HEARTBURN!

THAT'S IT!! BRILLIANT! WHAT A GREAT EVERYDAY HUMAN EXPERIENCE! (FIRST PAGE) AUNT MAY HAS HEART-BURN! SPIDEY MUST GET HER GREEN PILLS!

OH--THIS IS TERRIBLE!

WHAT'S TERRIBLE?!!

NOW I GOT A SOUR BALL STUCK IN MY THROAT!

OF COURSE IT'S TERRIBLE! SPIDEY GETS HER PILLS (2ND PG.) AND ONE STICKS IN HER THROAT!

HE GIVES HER A HELPFUL SMACK BETWEEN HER SHOULDER BLADES!

69

FULL PAGE ACTION... WHUMP!

NOW, CUT THAT OUT! AFTER THE LAST STORY CONFERENCE, I WAS HOME SICK A WEEK!

BUT DID WE GET A STORY!

HERE'S A TWIST--AUNT MAY--RID OF HEARTBURN... DOESN'T GET A HEART ATTACK!

SHE BREAKS HER BACK!

IMAGINE--SPIDEY CONFINED TO HOUSE (4TH PG.) WHILE CRIME RUNS WILD--WHAT TO DO!?

I'D LIKE TO GET HELP!

EXACTLY!

I'D ALSO LIKE A SUIT OF ARMOR!

HE HIRES A HOUSEKEEPER WHO IS REALLY DOCTOR DOOM IN DISGUISE!

-:YA-HAH!:- SPIDEY CATCHES HOUSEKEEPER ABUSING ICE BOX PRIVILEGES! (3-PAGE FIGHT!)

THAT'S IT! THAT'S IT!

WHY CAN'T I DO MY WORK OVER THE PHONE?

AUNT MAY PICKS UP THE PHONE TO CALL FOR HELP, AND THE IMPACT FIXES HER BACK! (4 PANEL CONTINUITY!)

2

THAT DOES IT! I QUIT!

PERFECT! SPIDEY WON'T LET DOOM QUIT!

EVERYONE AROUND HERE IS NUTS!

THAT'S THE ANSWER!

DOOM TRAPS SPIDEY WITH AN ATOM BOMB-- HIDDEN IN A CASHEW NUT!

WHY DIDN'T I THINK OF THAT?

OH, THE AWESOME ANGUISH OF IT ALL!

MAYBE--IF I PLAY MY CARDS RIGHT--I'LL GET TRANSFERRED TO MILLIE THE MODEL!

WE DID IT AGAIN-- SPIDEY'S IN A JAM HE'LL NEVER GET OUT OF!

AND HOW'S THIS FOR A TWIST--? NEXT ISH-- KARATE LESSONS FOR AUNT MAY!

GO--CARRY THE MARVEL BANNER HIGH!

BUT, WHAT'LL HAPPEN TO SPIDEY?

HE CAN CARRY HIS OWN BANNER!

GOOD MORNING, STAN! HERE'S THE LATEST AVENGERS STORY-- GREAT PLOT...

Roy Thomas

THE AVENGERS HIRE A HOUSE-KEEPER WHO IS REALLY DOC DOOM IN DISGUISE AND HE CAUSES ALL KINDS OF TROUBLE!

EAT--EAT--WE'RE NOT MOVING FROM THIS OFFICE TILL WE COME UP WITH ANOTHER PLOT!

AWW-- HANG LOOSE!

-:SHEEESH!:-

EXCELSIOR

Gwen Stacy and Mary Jane Watson character style sheet and notes
by John Romita

JIM: IN GENERAL THESE ARE SUGGESTIONS + YOU CAN USE OR CHANGE THEM AS YOU SEE FIT BASICALLY, WITH THE GOBLIN- TRY TO EMPHASIZE THE GROTESQUE LAUGHING 'TRICK OR TREAT' IDEA. SINISTER + DEADLY - BUT A 'GOBLIN'

PLAY UP THE GIRLS IN THE PAGES WHERE YOU CAN. MAKE THEM SEXY + ANIMATED IN A YOUNG 'MOD' WAY. CLOTHE THEM IN 'MOD' + WILD OUTFITS AS RECENT AS POSSIBLE. THEIR MOST RECENT HAIR DOS —

GWEN - THE BLONDE

MARY JANE RED HEAD -

The Amazing Spider-Man Annual #5, page 47 "Here We Go-a-Plotting" page 1
unused layout by Larry Lieber

Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 48 "Here We Go-a-Plotting" page 2
unused layout by Larry Lieber

Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 49 "Here We Go-a-Plotting" page 3
unused layout by Larry Lieber

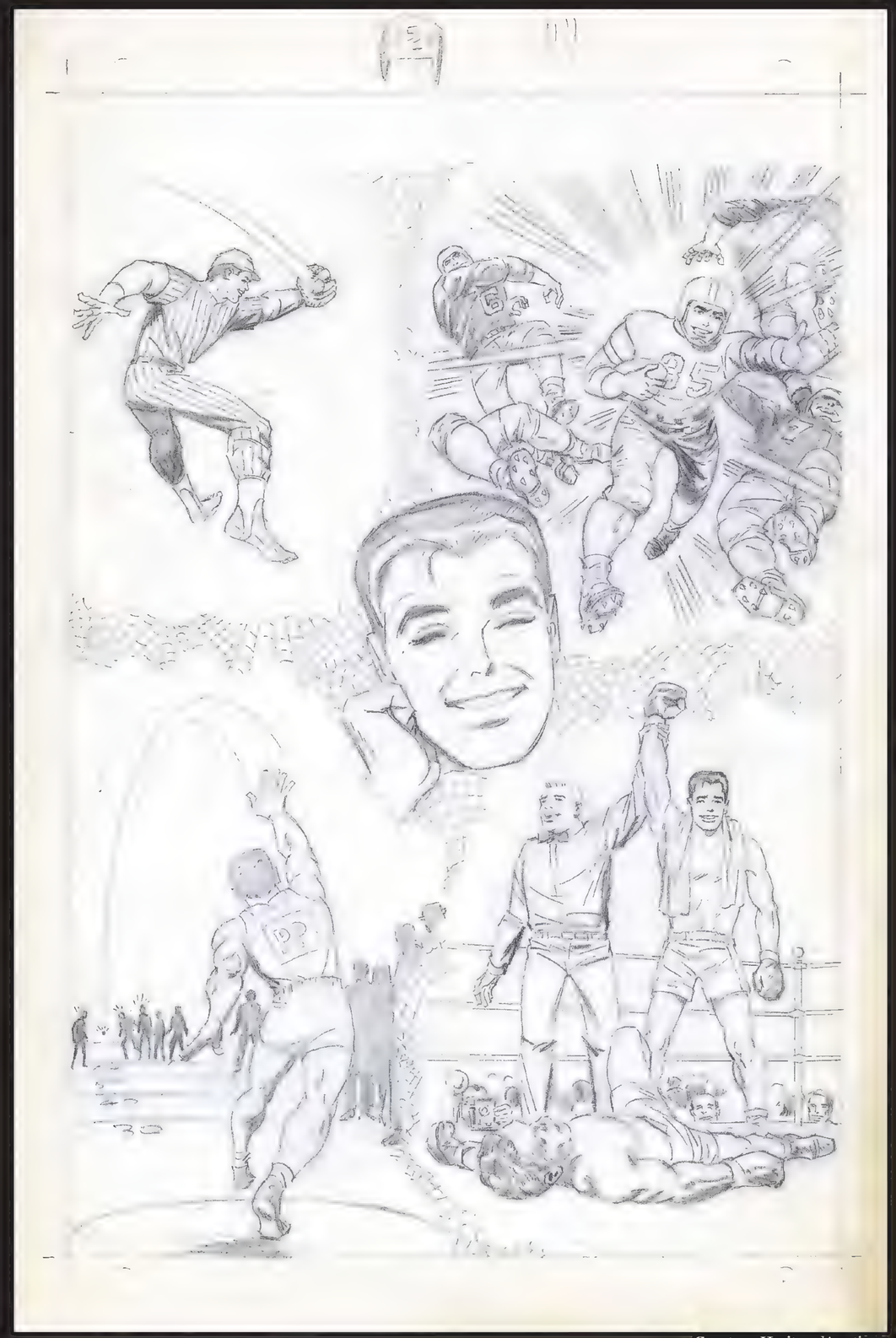
Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 39
pencil layout by Larry Lieber

mail@heritagecomics.com

Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 42 "Peter Parker, The Super Sports Star"
unused pencil art by Larry Lieber



Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 46 "This is Spidey as We Know Him, But--"
unused pencil art by Larry Lieber

Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 6 original art
by Larry Lieber & Mike Esposito

Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 9 original art
by Larry Lieber & Mike Esposito

Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 13 original art
by Larry Lieber & Mike Esposito

Courtesy Heritage Auctions

The Amazing Spider-Man Annual #5, page 20 original art
by Larry Lieber & Mike Esposito

Courtesy Heritage Auctions

The Spectacular Spider-Man #1 cover original art
by John Romita & Harry Rosenbaum

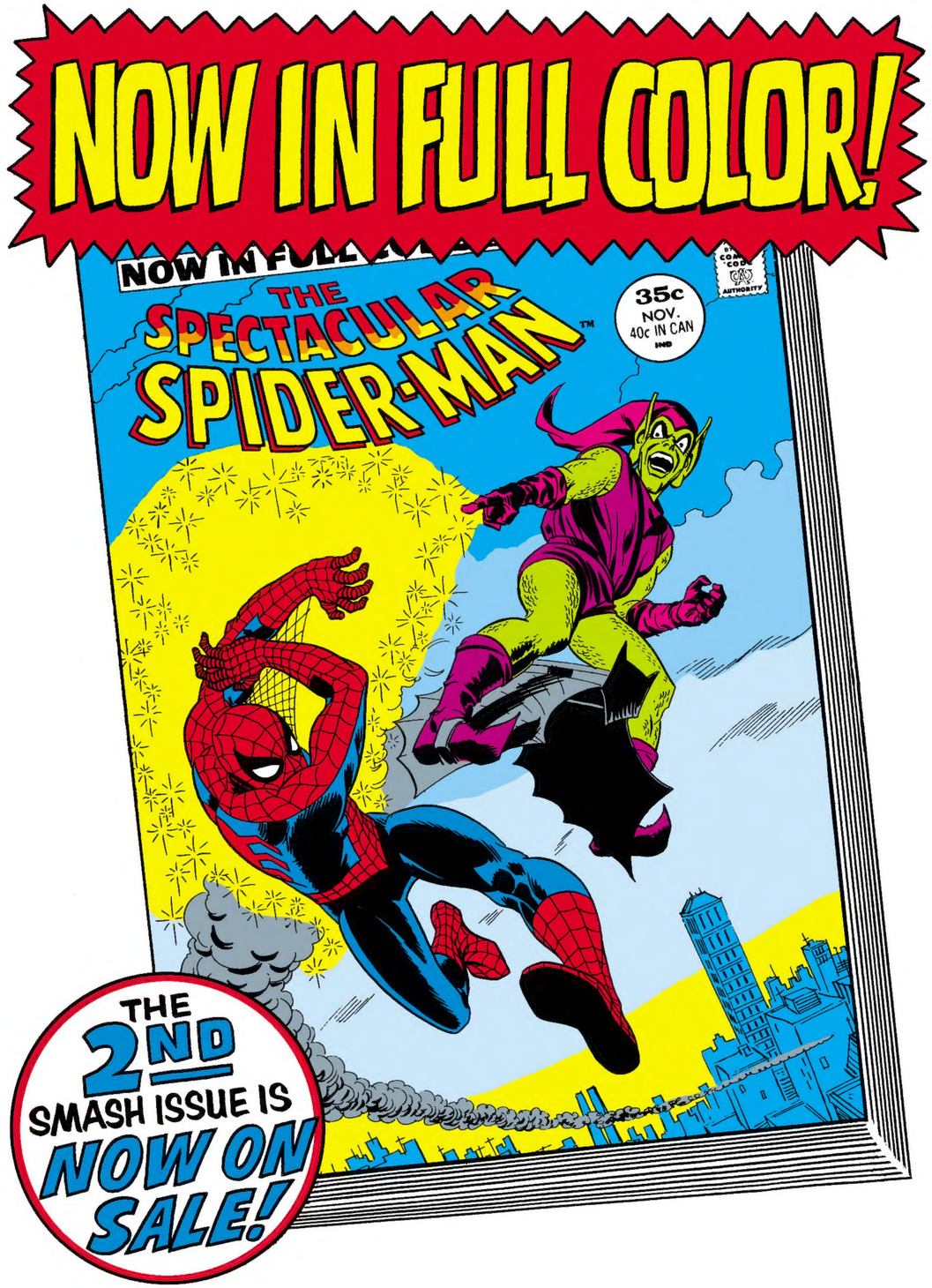
Courtesy Heritage Auctions

The Spectacular Spider-Man #2 cover original art
by John Romita

Courtesy Heritage Auctions

The Spectacular Spider-Man #1 house ad featured in July 1968 titles

The Spectacular Spider-Man #2 house ad featured in November 1968 titles



BIOGRAPHIES

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust into the post-Depression wartime economy. Through family connections, he landed a job with Martin Goodman's comic-book publishing start-up, Timely Comics, as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so when his first professional writing job came, in the form of a humble two-page text story in *Captain America Comics* #3, he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

But the world of comics managed to keep Stan Lee constantly employed. His proficiency on the job got him the position of managing editor at an extremely young age. He graduated from simple text pieces to full-length stories in *All-Winners*, *USA Comics*, and other Timely anthologies. His tenure in the '50s saw him expand the company (now called Atlas Comics) output to include more genre experimentation, with Westerns, war, horror and crime comics.

All this activity was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists topped off by the formidable talents of Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to do something to find a way to revitalize dwindling sales, Stan figured he would co-opt the successful super-hero revival at competitor DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Stan's Marvel Age heroes would be normal, fallible, imperfect people, forced to cope with their newfound superhuman traits just like the average person might.

Stan's innovation sent shock waves through the comics industry, and within a few years, Marvelmania was taking hold: unlike other fads of the time, it wasn't letting go. Under his direction, creations like Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and Incredible Hulk flourished in the shared universe they inhabited. Stan developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus expanding the story possibilities for the kids who became eager fans.

In addition to bringing a new twist to the life of the super hero, Stan also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads, and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Stan wrote virtually every comic that appeared from Marvel during the 1960s. But when he was promoted to Publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Stan has returned to write scripts for the odd single issue or series, focusing on Marvel's ventures into television and movie development. To this day, he remains Marvel Comics' single greatest ambassador to the world.

JOHN ROMITA

Without question one of the most loved and influential artists to grace the pages of Marvel Comics, John Romita was born in 1930 and, fresh out of a fine arts high school, quickly joined the ranks of comic book artists. As was typical of many of his peers, John drew for Atlas, the 1950s incarnation of Marvel Comics, across the many war, Western, horror, and jungle-girl genres published by Martin Goodman. Of special note during this time was John's work on the 1953-54 Commie-smashing revival of Captain America.

As the 1960s dawned, John was for the first time drawing comics for an employer other than Marvel. At DC, he was working exclusively behind the boards of their many romance comics, like *Secret Hearts, Girls' Love Stories,* and *Young Love.* It wasn't until 1966 that he returned to Marvel comics and the super-hero genre in the pages of *Daredevil* #12-19, but that run's main legacy in John's career wasn't drawing Daredevil. Indeed, it was a guest appearance by a certain friendly neighborhood wall-crawler that would be pivotal for both John and comic-book readers worldwide.

After doing such a confident rendering of Spider-Man in the pages of *Daredevil,* it was an easy choice to tap John Romita as the new artist on what was fast becoming Marvel's most important title—*The Amazing Spider-Man.* After a few issues struggling in the mold of Spidey co-creator Steve Ditko, John came into his own—and how! With a bold style regarded as one of the most iconic in comic-book art, John developed a look for Peter Parker and his world that would define the character for years to come. His more muscular and firm figure drawings added a bolder flair to the tone of the book, and his years of drawing beautiful women in DC's romance books paid off big-time with definitive renderings of Gwen Stacy and the introduction of Mary Jane Watson.

For the better part of the next seven years, John drew *The Amazing Spider-Man* (spelled at times by Gil Kane), but that's not the only character he drew for Marvel! He did a brief run on *Fantastic Four,* being the first to draw the book after Jack Kirby's 103-issue tenure, and also drew an acclaimed run on *Captain America* #138-145.

It was about this time when John was anointed art director for Marvel. Once Stan Lee was elevated to publisher, he knew there was only one artist who could help streamline the look and feel of the new age of Marvel Comics in the 1970s, and that was Jazzy John! Though his responsibilities kept him from drawing a monthly series, John still drew countless covers, crafted the look of characters from the Punisher to Wolverine, designed the Spider-Man balloon for the Macy's Thanksgiving Day Parade, and took to training the next generation of comic-book artists in Marvel's Art Department, known as Romita's Raiders.

To this day, though semi-retired, John steps up to the drawing board to lend his mastery of the medium to the occasional cover or story. Beyond that, though, the Romita legacy is in safekeeping with John Romita, Jr., who is now—much like his father was at the height of his career—setting the tempo for the visual look of Marvel Comics.

DON HECK

A native New Yorker and artist's artist, Don Heck began his comics career working for Harvey Comics in 1949, but it was his dramatic covers for the Comic Media genre titles of the early '50s that got the attention of one Stan Lee. Don's future employer at Atlas/Marvel was engrossed by his stark images of battle-worn war heroes, creepy shrunken heads, gunshot victims, vampires, and bristling cowboy action. When Stan was searching through the list of free agent artists to hire for Atlas, Don was extended an immediate offer.

Don attacked his Atlas Comics assignments with aplomb, turning in page after page of work across all genres, including science fiction, jungle, military and romance. In fact, it was while toiling as a romance artist that Don Heck's reputation for stunning renderings of female beauty took hold.

Perhaps Don Heck's most lasting contributions to the world of comic books came after the Atlas Era imploded and the Marvel Age of Comics rose up from its ashes. He is perhaps best remembered for the adventures of Iron Man, the character that he first defined with Stan Lee in the pages of *Tales of Suspense* #39. He also earned renown during his long tenure as artist on *Avengers* with writers Stan Lee and Roy Thomas, introducing the fan-favorite archer, Hawkeye, to the ranks of Earth's Mightiest Heroes.

Don worked throughout the 1970s on titles including *The Flash*, *Justice League of America* and *Dial H for Hero*, and then intermittently through the early 1990s for both Marvel and DC Comics. He passed away from lung cancer in 1995.

LARRY LIEBER

Larry Lieber deserves regard as one of the unheralded troopers of the Marvel Age of Comics. As Stan's right-hand man, Larry would ably pitch in wherever needed, either scripting stories or penciling them, and sometimes both. In fact, several of Marvel's first forays into super-hero stories were scripted or drawn by Larry: Thor in *Journey Into Mystery*, the Human Torch in *Strange Tales*, and Ant-Man in *Tales to Astonish*. Larry also holds the distinction of scripting the very first Iron Man story in *Tales of Suspense* #39. From the mid to late '60s, Lieber's duties were mostly centered around Westerns like *Kid Colt Outlaw* and *Rawhide Kid*, but he also did some high-profile work on *Amazing Spider-Man Annuals* #4-5. In 1975, Larry was editor of the short-lived Atlas/Seaboard comics line. His most recent work in comics involves writing and drawing the Spider-Man syndicated newspaper strip.

JIM MOONEY

A prolific artist on the comics scene since the 1940s, Jim Mooney proved to be a very gifted draftsman, nimble enough at both penciling and inking that he gained a reputation for both disciplines that kept him in constant employ for decades. Tabbed by his peers with the nickname "Gentleman" Jim for his positive and polite demeanor, he became an artist revered by fans of both DC and Marvel Comics.

Just after the dawning days of comics' Golden Age, Jim broke into the business working under the tutelage of such luminaries as Will Eisner, Lou Fine and Nick Cardy. He would grow to find his artistic voice alongside peers like George Tuska and Ruben Moreira, freelancing for many of the era's most prominent publishers—including Timely, where he met a young Stan Lee and hit it off with the young staff writer/editor.

As the decade progressed, his work at DC took prominence. Jim was crafting stories of the Dynamic Duo in both *Batman* and *Detective Comics*, plus Robin stories in *Star-Spangled Comics*. He also drew many of the seminal adventures of Tommy Tomorrow in *Action Comics*. It was while drawing Supergirl in the pages of *Action Comics*, however, that Jim crafted an enduring legacy with his clean, illustrative take on Superman's cousin.

Jim worked at DC until 1968, when his bold, streamlined style was called upon to team with John Romita on *Amazing Spider-Man*. It would be the beginning of a relationship with the web-slinger that would lead to almost two decades of memorable penciling and inking of the character, including *Peter Parker, Marvel Team-Up* and the flagship title. His enthusiasm for work at Marvel also led to work outside of Spider-Man, with highlights including his run on *Ghost Rider* and *Man-Thing* and *Omega the Unknown* with Steve Gerber, but Jim lent his hand to virtually every title Marvel produced in one way or another.

In 2008, Jim passed away at the age of 89 after an extended illness.

MARIE SEVERIN

Billing as "The Nicest Person in Comics" may accurately describe the high esteem in which Marie Severin's peers have always held her, but the moniker doesn't approach the quality of her work produced over a lifetime in comics. Fortunately, it doesn't need to: a cursory glance at her accomplishments will settle the issue of her artistic legacy. Along with Ramona Fradon, Marie stands as one of the first women to make a dent in the boys' club of comic professionals.

Marie and her older brother, John, learned how to draw early on in their lives, both trained by their mother and father. As a young lady in her early twenties, she gained employment at Bill Gaines' EC Comics, taking on a variety of tasks including inking and coloring, eventually becoming Harvey Kurtzmann's right-hand gal and soaking up as much of his zany outlook as possible.

In the late '60s, with the Marvel Age in full swing, Marie took a job at the upstart comics company. Her first full-time penciling gig was behind the boards of Doctor Strange in *Strange Tales*, picking up after the mercurial Steve Ditko left the book. Another key book for her was *Incredible Hulk*, which she drew for over a year before teaching Herb Trimpe the ropes on Ol' Purple Pants. In addition to her regular pencil and inking gigs, Marie became one of the top cover artists for Marvel, and continued her work as one of the field's most accomplished colorists of the day. All while maintaining her staff job (someone had to keep the Bullpen lively!)

Throughout her career, Marie developed an artistic versatility that allowed her to master the bestial fury of the Incredible Hulk, the regal power of the Sub-Mariner and the super-hero satire in *Not Brand Echh!* In fact, it could be said that Marie's most indelible contribution to the Marvel Age was in that singular Marvel humor mag, where her *Mad*-laced bent for humor was allowed to flourish.

More accomplishments continued into the '70s, when she worked in tandem with John Severin on *Kull the Conqueror,* a work she considers among her personal favorites, as well as designing the costume for The Cat (later Hellcat). She also designed the costume for the first incarnation of Spider-Woman. Today, Marie is semi-retired from the industry she worked in for decades through to the '90s, but can still be seen contributing material to projects much to the pleasure of Ghoulunatics and True Believers alike.

Biographical material researched and written by John Rhett Thomas

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THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-11
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

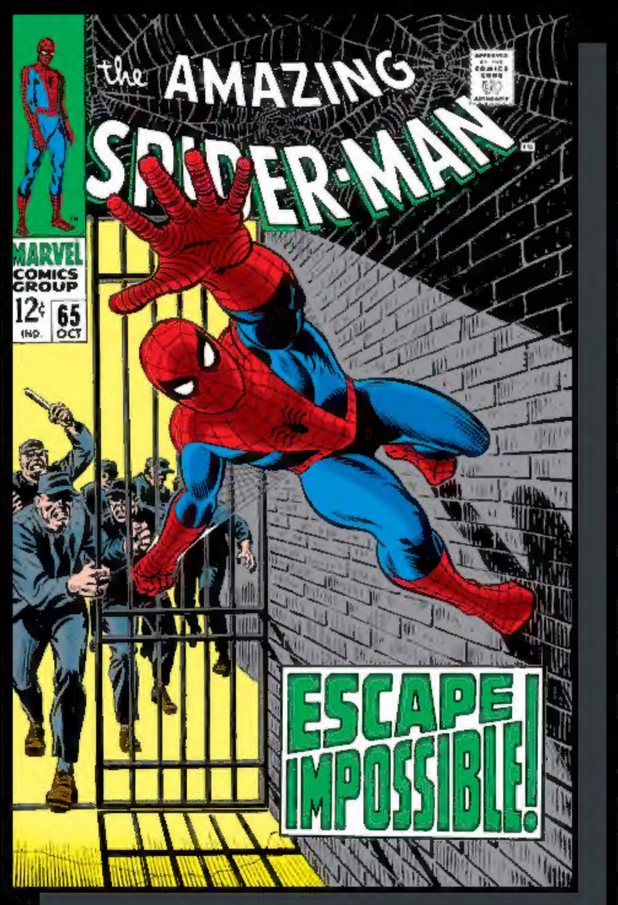
ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.



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MARVEL

COLLECTING *THE AMAZING SPIDER-MAN* #62-67, *ANNUAL* #5 & *THE SPECTACULAR SPIDER-MAN* #1-2